

Notice

Notice is hereby given that the 48th Annual General Meeting (“AGM”) of the Members of Lloyds Metals and Energy Limited will be held on Monday, 2nd June, 2025 at 12:00 Noon (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF THE AUDITED STANDALONE FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited standalone financial statement of the Company for the Financial Year ended 31st March, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025 AND THE REPORT OF AUDITORS THEREON

To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited consolidated financial statement of the Company for the Financial Year ended 31st March, 2025 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

3. DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** dividend at the rate of ₹ 1 (100%) per equity share of face value of ₹ 1/- (one rupee) each fully paid-up, be and is hereby declared for the Financial Year ended 31st March, 2025 and the same be paid as recommended by the Board of Directors of the Company, subject to deduction of tax at source and, in accordance

with the provisions of Section 123 and rules made thereunder and the other applicable provisions, if any of the Companies Act, 2013.”

4. APPOINTMENT OF MR. BABULAL AGARWAL (DIN: 00029389) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR LIABLE TO RETIRE BY ROTATION

To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), Mr. Babulal Agarwal (DIN: 00029389), who retires by rotation at this meeting, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company.”

5. APPOINTMENT OF MR. RAJESH GUPTA (DIN: 00028379) AS A MANAGING DIRECTOR LIABLE TO RETIRE BY ROTATION

To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), Mr. Rajesh Gupta (DIN: 00028379), who retires by rotation at this meeting, be and is hereby appointed as a Managing Director of the Company.”

SPECIAL BUSINESS

6. RATIFICATION OF REMUNERATION PAYABLE TO M/S. SINGH M K & ASSOCIATES, COST AUDITORS OF THE COMPANY

To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 read with all other applicable provisions of the Companies Act, 2013 (“the Act”) and the

Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and as per the recommendation of the Audit Committee, the Board of Directors of the Company appointed M/s. Singh M K & Associates, Cost Accountants (Firm Registration No.: 101770), to conduct cost audit relating to cost records of the Company under the Companies (Cost Records and Audit) Rules, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for the Financial Year ending 31st March, 2026 on a remuneration of ₹ 60,000/- (Rupees Sixty Thousand only) plus taxes and reimbursement of out-of-pocket expenses at actuals, incurred by M/s. Singh M K & Associates in connection with aforesaid Audit be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

7. APPOINTMENT OF M/S. MITESH SHAH & CO., COMPANY SECRETARIES AS SECRETARIAL AUDITOR OF THE COMPANY FOR TERM OF FIVE (5) CONSECUTIVE YEARS AND FIXATION OF REMUNERATION THEREOF

To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 24A of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) as amended from time to time and as per applicable provisions of the Companies Act, 2013

(“**the Act**”) and Rules framed thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and as per the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Mitesh Shah & Co., Company Secretaries (Firm Registration No.: P2025MH104700), be and is hereby appointed as Secretarial Auditors of the Company, to hold office for a term of five (5) consecutive years, commencing from the Financial Year 2025-26 till Financial Year 2029-30, at such remuneration, as approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

8. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH THRIVENI EARTHMOVERS PRIVATE LIMITED

To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) as amended from time to time and as per Section 188 and other applicable provisions of the Companies Act, 2013 (“**the Act**”) and Rules framed thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Company’s Policy on Related Party Transactions, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**the Board**” which term shall be deemed to include, unless the context otherwise required, any committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Thriveni Earthmovers Private Limited (“**TEMPL**”), a related party under section 2(76) of the Act and Regulation 2(1) (zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and TEMPL, for an aggregate value of up to ₹5,500 Crore (Rupees Five Thousand Five Hundred Crore only) on an annual basis for any given financial year, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient,

to give effect to this resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

9. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH THRIVENI EARTHMOVERS AND INFRA PRIVATE LIMITED

To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) as amended from time to time and as per Section 188 and other applicable provisions

of the Companies Act, 2013 (**"the Act"**) and Rules framed thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Company's Policy on Related Party Transactions, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **"the Board"** which term shall be deemed to include, unless the context otherwise required, any committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Thriveni Earthmovers and Infra Private Limited (**"TEIL"**), a related party under section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and TEIL, for an aggregate value of up to ₹5,500 Crore (Rupees Five Thousand Five Hundred Crore only) on an annual basis for any given financial year, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

10. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH LLOYDS INFRASTRUCTURE & CONSTRUCTION LIMITED

To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (**"SEBI"**) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**"Listing Regulations"**) as amended from time to time and as per Section 188 and other applicable provisions of the Companies Act, 2013 (**"the Act"**) and Rules framed thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Company's Policy on Related Party Transactions, and as per the recommendation of the Audit Committee and

the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **"the Board"** which term shall be deemed to include, unless the context otherwise required, any committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Lloyds Infrastructure & Construction Limited (**"LICL"**), a related party under section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and LICL, for an aggregate value of up to ₹4,000 Crore (Rupees Four Thousand Crore only) on an annual basis for any given financial year, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to do all such

acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

11. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH MANDОВI RIVER PELLETS PRIVATE LIMITED

To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (**"SEBI"**) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**"Listing Regulations"**) as amended from time to time and as per Section 188 and other applicable provisions of the Companies Act, 2013 (**"the Act"**) and Rules framed thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Company's Policy on Related Party Transactions, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter

referred to as “**the Board**” which term shall be deemed to include, unless the context otherwise required, any committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Mandovi River Pellets Private Limited (“**MRPPL**”), a related party under section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and MRPPL, for an aggregate value of up to ₹3,000 Crore (Rupees Three Thousand Crore only) on an annual basis for any given financial year, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

12. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH LLOYDS ENGINEERING WORKS LIMITED (FORMERLY KNOWN AS LLOYDS STEEL INDUSTRIES LIMITED)

To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (“**SEBI**”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) as amended from time to time and as per Section 188 and other applicable provisions of the Companies Act, 2013 (“**the Act**”) and Rules framed thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Company’s Policy on Related Party Transactions, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**the Board**” which term shall be deemed to include, unless the context otherwise required, any committee which the

Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Lloyds Engineering Works Limited ("**LEWL**"), a related party under section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and LEWL, for an aggregate value of up to ₹2,000 Crore (Rupees Two Thousand Crore only) on an annual basis for any given financial year, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or

contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

13. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH LLOYDS SURYA PRIVATE LIMITED

To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**") as amended from time to time and as per Section 188 and other applicable provisions of the Companies Act, 2013 ("**the Act**") and Rules framed thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Company's Policy on Related Party Transactions, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**the Board**" which term shall be deemed to include, unless the context otherwise required, any committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken

together or series of transactions or otherwise) as mentioned in the explanatory statement with Lloyds Surya Private Limited (“**LSPL**”), a Wholly Owned Subsidiary Company of Lloyds Metals & Energy Limited (“**the Company**”) and accordingly a related party under section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and LSPL, for an aggregate value of up to ₹1,200 Crore (Rupees Twelve Hundred Crore only) on an annual basis for any given financial year, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

14. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH SUNFLAG IRON AND STEEL CO LTD

To consider and, if thought fit, to pass, with or without modification, as an **Special Resolution**:

“RESOLVED THAT, pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and the Company’s policy on Related Party Transactions (as may be amended from time to time) and pursuant to the recommendations of the Audit Committee and approval of the Members of the Board, consent of the Members of the Company be and is hereby accorded to enter into contracts / arrangements / transactions for transportation / sale of iron ore with Sunflag Iron and Steel Co Ltd (“**Sunflag**”), a Related Party within the meaning of Section 2(76) of the the Act and Regulation 2(zb)(b)(ii) of the Listing Regulations, subject to the condition that the total value of all contracts / arrangements / transactions with Sunflag shall not exceed ₹ 1,000 Crore (Rupees One Thousand Crore only) for any given financial year on an annual basis and such contracts / arrangements / transactions shall be not be at an arms’ length basis and in ordinary course of business as they are in accordance

with the Ore Purchase Agreement (“OPA”) dated 02nd May, 2022 that has been signed pursuant to the Arbitration Award dated 22nd April, 2022 and an Additional/ Supplementary Arbitration Award dated 28th April, 2022.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the

purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

15. APPOINTMENT AND REMUNERATION OF RELATED PARTY, MR. ARNAV AGARWAL, HOLDING OFFICE OR PLACE OF PROFIT

To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 188 of the Companies Act, 2013 (“the Act”) read with Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable statutory provisions, rules, regulations and guidelines (including any statutory modification(s) amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) as amended from time to time, and subject to such approvals as may be required, and the Company’s Policy on Related Party Transactions, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include, unless the context otherwise required, any committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), for the appointment of Mr. Arnav Agarwal, son of Mr. Ravi Agarwal, Promoter of the Company and grandson of Mr. Babulal Agarwal, Promoter and Non-Executive Director of the Company, for holding of office or place of profit / employment in Lloyds Metals and Energy Limited (“LMEL/the Company”) with effect from 1st April, 2025 for a remuneration of ₹1,20,00,000/- (Rupees One Crore Twenty Lakh Only) per annum and

perquisites & allowances, as more particularly specified in the relevant explanatory statement annexed to the Notice of this Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to the Nomination and Remuneration Committee or any committee which the Board may have constituted / empowered or hereinafter constitute to exercise the powers conferred on the Board by this Resolution to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, widen, alter or vary the scope and quantum of remuneration, perquisites, allowances, benefits and amenities payable to Mr. Arnav Agarwal in the light of further progress of the Company and to do to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to the Nomination and Remuneration Committee or any committee which the Board may have constituted / empowered or hereinafter constitute to exercise the powers conferred on the Board by this Resolution to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, widen, alter or vary the scope and quantum of remuneration, perquisites, allowances, benefits and amenities payable to Mr. Arnav Agarwal in the light of further progress of the Company and to do to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute

discretion deem necessary, desirable or expedient, to give effect to this resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Director(s) and/or Key Managerial Personnel of the Company, be and are hereby severally authorised to sign and execute the appointment letter/contract (and any other agreement relating to compensation and benefits) between the Company and Mr. Arnav Agarwal inter-alia containing terms and conditions of appointment.

RESOLVED FURTHER THAT all actions taken by the Board or any Committee in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters, and things as may be deemed necessary or expedient, including filing requisite forms with the Ministry of Corporate Affairs or making submissions to any other authority, for the purpose of giving effect to this resolution and resolving any questions, difficulties or doubts that may arise in this regard, without further reference to the Members of the Company, who shall be deemed to have accorded their approval thereto by virtue of this resolution.

16. APPROVAL FOR WAIVER OF EXCESS REMUNERATION PAID TO EXECUTIVE DIRECTORS OF THE COMPANY

To consider and if thought fit, to pass, the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 197(10) of the Companies Act, 2013 (**“the Act”**), read with Schedule V of the Act and other applicable statutory provisions, rules, regulations and guidelines (including any statutory modification(s) amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (**“SEBI”**) (Listing Obligations and

Disclosure Requirements) Regulations, 2015, (**"Listing Regulations"**) as amended from time to time, and subject to such approvals as may be required, and as per the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **"the Board"**

which term shall be deemed to include, unless the context otherwise required, any committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to ratify and waive the recovery of excess remuneration paid to the Directors of the Company as mentioned below (hereinafter referred to as the **"Executive Directors"**).

| Sr. No. | Name of Directors | Designation | Excess Amount | Period |
|---------|---------------------------------|--------------------|---------------|--------------|
| 1. | Mr. Rajesh Gupta | Managing Director | ₹ 22,50,024 | FY.2024-2025 |
| 2. | Mr. Balasubramanian Prabhakaran | Managing Director | ₹ 22,50,024 | FY.2024-2025 |
| 3. | Mr. Madhur Gupta | Executive Director | ₹ 39,00,012 | FY.2024-2025 |

RESOLVED FURTHER THAT the excess remuneration pertains to the amount paid over and above the limits approved by the Members of the Company through Postal Ballot dated 23rd October 2023, for the Financial Year commencing from 1st April, 2024.

RESOLVED FURTHER THAT such ratification and waiver are hereby granted in view of the significant contributions made by the Executive Directors toward the growth and performance of the Company, and in recognition of the responsibilities and duties carried out by them during the said period.

RESOLVED FURTHER THAT the said excess amount is within the limits prescribed under Section 197(1) of the Companies Act, 2013, read with Schedule V to the Act.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and

intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

17. APPROVAL FOR VARIATION IN TERMS OF REMUNERATION OF EXECUTIVE DIRECTORS.

To consider and if thought fit, to pass, the following resolution, as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 197, 198 of the Companies Act, 2013 (**"the Act"**), read with Schedule V of the Act and other applicable statutory provisions, rules, regulations and guidelines (including any statutory modification(s) amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (**"SEBI"**) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**"Listing Regulations"**) as amended from time to time, and subject to such approvals as may be required, and as per the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **"the Board"** which term shall be deemed to include, unless the context otherwise required, any committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution),

for the revision in the terms of remuneration of Mr. Rajesh Gupta, Managing Director, Mr. Balasubramanian Prabhakaran, Managing Director and Mr. Madhur Gupta, Executive Director (hereinafter collectively referred to as the ("**Executive Directors**"), as more particularly set out in the Explanatory Statement annexed to this Notice until the expiry of their respective tenures with effect from 1st April, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company, which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee constituted or hereinafter constituted by the Board to exercise its powers conferred under this resolution) be and is hereby authorised to alter and/or vary the terms and conditions of appointment and/or revise, enhance or modify the scope and quantum of remuneration, perquisites, allowances, benefits, and amenities payable to the Executive Directors in accordance with the provisions of the Act and the Rules made thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s), or re-enactment(s) thereof for the time being in force), as the Board may deem appropriate and in the best interest of the Company to do all such acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT except for the modifications stated hereinabove, all other terms and conditions relating to the appointment and remuneration of the Executive Directors, as approved by the Members of the Company through Postal Ballot on 23rd October 2023, shall remain unchanged and shall be in full force.

RESOLVED FURTHER THAT the Company shall reimburse or pay to the Executive Directors all such costs, charges and expenses as may be incurred by them for the purpose of or on behalf of the Company in the discharge of their duties.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee of the Board of Directors of the Company be and is hereby authorised to determine the manner in which Commission, up to 3% (Three Percent) of the Net Profit as calculated in accordance with the provisions of section 198 of the Act, that can be paid cumulatively to all the Executive Directors in addition to remuneration payable to them.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of the Executive Directors, the remuneration (including all benefits, amenities and perquisites) as set out in the Explanatory Statement annexed hereto and as may be amended from time to time shall be paid to them as minimum remuneration, subject to the provisions of Section 197 read with Schedule V of the Act, and other applicable provisions or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters, and things as may be deemed necessary or expedient, including filing requisite forms with the Ministry of Corporate Affairs or making submissions to any other authority, for the purpose of giving effect to this resolution and resolving any questions, difficulties or doubts that may arise in this regard, without further reference to the Members of the Company, who shall be deemed to have accorded their approval thereto by virtue of this resolution."

18. APPROVAL FOR OVERALL BORROWING LIMITS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass, the following resolution, as a **Special Resolution**:

"RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company via Postal Ballot dated 29th December, 2014 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 ("**the Act**") and the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**the Board**" which term shall be deemed to include, unless the context otherwise required, any committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by

this Resolution), for borrowing, from time to time, by way of loans, credit facilities, debt instruments or in any other forms, any such sum or sums of money (either Indian or foreign currency) from banks, financial institutions, bodies corporate, companies, firms or any one or more persons on such terms and conditions and with or without security as the Board may think fit, for the purpose of business of the Company, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), which may exceed the aggregate of the paid up capital of the Company, its free reserves and securities premium, provided that the total amount so borrowed by the Board shall not at any time exceed the aggregate of the paid up capital, free reserves and securities premium of the Company or ₹ 4,000 Crore (Rupees Four Thousand Crore only), whichever is higher.

RESOLVED FURTHER THAT the Board and any Committee of the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority and deal with any matters, take necessary steps as the Board and any Committee of the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any questions that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

19. APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY

To consider and if thought fit, to pass, the following resolution, as a **Special Resolution**:

"RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company via Postal Ballot dated 29th December, 2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 ("**the Act**") and the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**the Board**" which term shall be deemed to include, unless the context otherwise required, any committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to sell, lease or dispose of in any manner including but not limited to mortgage, hypothecate, create floating charge, or in any manner create charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the "**Assets**"), on such terms and conditions at such time(s) and in such form and manner, and with such ranking in terms of priority, as the Board in its absolute discretion thinks fit, to or in favour of any banks, financial institutions, bodies corporate, companies, security trustees, firms or any one or more persons, whether securities holders of the Company or not, to secure the borrowing facility together with interest, cost, charges and expenses thereon provided that the aggregate indebtedness, so secured by the assets do not at any time exceed the aggregate value of limits approved under Section 180(1)(c) of the Act.

RESOLVED FURTHER THAT the Board and any Committee of the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority and deal with any matters, take necessary steps as the Board and any Committee of the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any questions that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

20. APPROVAL FOR ISSUANCE OF SECURITIES OF THE COMPANY, IN ONE OR MORE TRANCHES, THROUGH PRIVATE PLACEMENT/PREFERENTIAL ALLOTMENT/ QIP AND/OR OTHER PERMISSIBLE MODES

To consider and if thought fit, to pass, the following resolution, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force), (the **"Companies Act"**), the provisions of the Memorandum of Association and the Articles of Association of the Company, all other applicable laws, rules and regulations, including the provisions of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018,

as amended (**"SEBI ICDR Regulations"**), Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **"Listing Regulations"**), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended (**"SEBI ILNS Regulations"**), the Foreign Exchange Management Act, 1999, (**"FEMA"**) including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, other rules and regulations issued thereunder, and the circulars or notifications issued thereunder including the Master Directions on External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019, as amended from time to time and the Master Direction on Reporting under FEMA dated January 01, 2016, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended (together the **"ECB Guidelines"**), the Companies (Issue of Global Depository Receipts) Rules, 2014, the Depository Receipts Scheme, 2014, as amended (the **"2014 Scheme"**), the Framework for issue of Depository Receipts dated October 10, 2019 issued by the Securities and Exchange Board of India and as amended from time to time, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended (the **"1993 Scheme"**), the extant consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce, Government of India, as amended and replaced from time to time and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, including any amendments, statutory modification(s) and / or re-enactment(s) thereof, and such other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India, Ministry of Finance (Department of Economic Affairs), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs (**"MCA"**), the Reserve Bank of India (**"RBI"**), the Securities and Exchange Board of India (**"SEBI"**), BSE Limited (**"BSE"**) and National Stock Exchange of India Limited (**"NSE"**), and together with BSE, the **"Stock Exchanges"**) or any other stock exchange where the equity shares of face value of ₹ 10/- (Rupees Ten Only) each of the Company (**"Equity Shares"**)

are listed, and/ or any other relevant law/ guideline(s) and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the **"Appropriate Authorities"**), to the extent applicable and subject to the consent(s), permission(s) sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval, permission, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall deemed to mean and include any Committee(s) duly constituted/ to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded, to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, or such part of issue and for such categories of persons as may be permitted), such number of Equity Shares and/ or any securities convertible or exchangeable into Equity Shares, including but not limited to bonds/ convertible debentures and/ or preference shares (compulsory and/ or optionally, fully and/ or partly) and/ or warrants with or without non-convertible debentures with the rights exercisable by the warrant holders to exchange such warrants with Equity Shares and/ or foreign currency convertible bonds (**"FCCB"**) which are convertible into Equity Shares and/ or foreign currency exchangeable bonds (**"FCEB"**) which are convertible or exchangeable into equity shares at the option of the Company, and/ or global depository receipts (**"GDRs"**) and/ or American depository receipts (**"ADRs"**) and/ or any other financial instruments/ securities convertible into and/ or linked to Equity Shares and/ or any combination of any of the aforementioned securities, secured/ un-secured, listed on recognized stock exchanges in India or abroad, whether Rupee denominated or denominated in one or more permissible foreign currencies (all or any of them and/ or Equity Shares are individually or collectively hereinafter referred to as **"Securities"**), from time to time in one or more tranches and/ or one or more issuances simultaneously or collectively or otherwise aggregating to an amount up to

₹ 5,000 Crore (Rupees Five Thousand Crore Only) or its equivalent in any other currency(ies) (inclusive of such premium as may be fixed on such Securities), to one or more eligible investors, including but not limited to one or more of the existing shareholders/members, employees of the Company, qualified institutional buyers within the meaning prescribed under SEBI ICDR Regulations (**"QIBs"**) pursuant to a Qualified Institutional Placement (**"QIP"**), through a placement document and at such price and such terms and conditions as may be determined in accordance with the relevant provisions of SEBI ICDR Regulations, or such other entities, authorities or any other category of investors, who are authorized to subscribe to such Securities, as per the extant regulations/guidelines, including QIBs, foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees, stabilizing agent or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, public financial institutions, Indian and/ or multilateral financial institutions, mutual funds, non-resident Indians, pension funds, insurance companies, provident fund with minimum applicable corpus and/ or any other categories of persons or entities who are authorized to invest in the Securities of the Company as per extant regulations/guidelines, or any combination of the above, as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are Members of the Company, (collectively referred to as the **"Investors"**), through one or more rights issue(s), preferential issue(s), private placement(s), QIP pursuant to Chapter VI of SEBI ICDR Regulations, and/ or any combination thereof or any other method as may be permitted under applicable laws, in the course of domestic or international offerings, through issue of prospectus and/ or letter of offer and/ or placement document and/ or offering circular and/ or other permissible/ requisite offer documents, in India or abroad, at such price or at a discount (subject to Section 53 of the Companies Act, 2013) or premium to market price, as may be permitted under applicable laws, and in such manner and on such terms and conditions as the Board may determine, considering the prevailing market conditions and other relevant factors, where necessary in consultation with the lead managers, merchant bankers, underwriters, guarantors, financial and / or legal advisors, depositories,

registrars and other agencies, and as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the mode of issuance of Securities and/or categories of Investors etc., as may be permitted under applicable laws and regulations.

RESOLVED FURTHER THAT such issue, offer or allotment of Securities shall be by one or more of the following modes, i.e., by way of rights issue, and/or on a private placement basis, including QIP, with or without over-allotment option and that such offer, issue, placement and allotment be made as per the applicable and relevant laws/guidelines, as the Board may deem fit.

RESOLVED FURTHER THAT, if the Company proposes to issue and allot any Securities by way of QIP to QIBs, pursuant to and in terms of Chapter VI of the SEBI ICDR Regulations and Listing Regulations, and/ or to eligible holders of FCCBs pursuant to the 1993 Scheme and the ECB Guidelines:

1. the issue and allotment of Securities shall be completed within 365 days from the date of passing of this resolution or such other time as may be allowed under the Companies Act and/or the SEBI ICDR Regulations and/ or applicable and relevant laws/guidelines, from time to time;
2. the “relevant date” for determination of the floor price shall be:
 - (a) in case of allotment of Equity Shares in a QIP or upon conversion of FCCBs pursuant to the 1993 Scheme, the date of meeting in which the Board or any committee thereof decides to open the issue of such Equity Shares/FCCB, and/or
 - (b) in case of allotment of eligible convertible securities in a QIP, either the date of the meeting in which the Board or any committee thereof decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board or any committee thereof.
3. the QIP shall be made at such price not less than the price determined in accordance with the pricing formula provided under the SEBI ICDR Regulations (“QIP Floor Price”), and the price determined for a QIP shall be subject to appropriate adjustments in accordance with the provisions of the SEBI ICDR Regulations, as may be applicable, and the Board or any committee thereof, at its absolute discretion, may offer a discount of up to 5% (five per cent) or such other discount as may be permitted under applicable law for any of Securities on the QIP Floor Price.
4. except as permissible by the governing laws and regulations, no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations.
5. the allotment to a single QIB in the proposed QIP issue will not exceed 50% of the total issue size or such other limit as may be permitted under applicable law as well as the minimum number of allottees specified in SEBI ICDR Regulations shall be complied with.
6. no partly paid-up Equity Shares or other Securities (or any combination of the Securities as decided by the Board or any committee thereof) shall be issued/allotted, except as may be permitted under the SEBI ICDR Regulations, the ECB Guidelines, the 1993 Scheme and other applicable laws, from time to time.
7. The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the prior QIP, to be undertaken pursuant to this special resolution, or except as may be permitted under the SEBI ICDR Regulations, from time to time.
8. the Securities, issued and allotted pursuant to the QIP, shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

RESOLVED FURTHER THAT in case of issue of Equity Shares, by way of QIP as per Chapter VI of SEBI ICDR Regulations, the prices determined for the QIP shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:

1. makes an issue of Equity Shares by way of capitalization of profits or reserves, other than by way of dividend on shares;
2. makes a rights issue of Equity Shares;
3. consolidates its outstanding Equity Shares into a smaller number of shares;
4. divides its outstanding Equity Shares including by way of stock split;
5. re-classifies any of its Equity Shares into other securities of the issuer; and
6. is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments

RESOLVED FURTHER THAT in the event of issue of GDRs / ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Depository Receipts Scheme, 2014, the Foreign Exchange Management (Transfer or issue of Security by a Person Resident outside India) Regulations, 2017 and such other circulars, notifications, clarifications, guidelines, rules and regulations issued by Appropriate Authority (including any statutory modifications, amendments or re-enactments thereof).

RESOLVED FURTHER THAT the Board be and is hereby authorized to enter into any arrangement with any agencies or bodies for the issue of GDRs and / or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international / domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and / or international practice and regulations and under the norms and practices

prevalent in the domestic / international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects with the existing Securities of the Company, if any, and the Equity Shares, issue and allotted pursuant to and in terms of this resolution shall rank *pari passu* in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT such of those equity shares as are not subscribed to may be disposed of by the Board, in its absolute discretion, in such manner, as the Board may deem fit and as permissible under relevant laws/guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to appoint all intermediaries including without limitation consultants, lead managers, co-lead managers, managers, merchant bankers, advisors, legal advisors, counsels, bankers, escrow agent, depository, custodian, registrar, trustee etc., and to enter into and execute all such agreements/ arrangements/ memorandum of understanding with them, as may be considered necessary or appropriate, and to pay any fees, commissions, remuneration, expenses relating thereto, and to do all such acts, deeds, matters and take all such steps, as may be necessary in consultation with the merchant banker(s), advisors and / or other intermediaries, as may be appointed in relation to the issue of Securities, including without limitation to finalize utilization of the issue proceeds and/ or any modification / variance thereto, finalize, approve, sign, execute and issue prospectus and/or letter of offer and/or circular, or other deeds, documents, undertakings, agreements, certificates, declarations, applications, notices, papers and writings, as may be required in this regard, including without limitation, the private placement offer letter (along with the application form), information memorandum, offering circular, disclosure documents, subscription or purchase

agreement, escrow agreement, trust deed, agency agreement, preliminary placement document, placement document, placement agreement and any other documents, and to file the same (in draft or final form) with any Appropriate Authorities or Stock Exchanges or Indian or foreign regulatory authority or Depositories or lender or with any person and to obtain their consent or permission, as may be required, with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all such other steps which are incidental and ancillary in this connection, as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), KMP(s), Committee(s) of the Board which may be/have been constituted to exercise its powers including the powers conferred by this Resolution, executive(s), officer(s) or representatives(s) of the Company or to any other person, as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance and allotment and listing of the Securities, from any statutory or regulatory authority or the Stock Exchanges and/or internationally recognised stock exchanges and all or any acts, deeds and things that may have been done by the Board in relation to the creation, issuance and allotment and listing of the Securities are hereby approved and ratified by the Members.

RESOLVED FURTHER THAT the Committee of Board of Directors be and is hereby authorized to meet from time to time for deciding various matters and undertaking all necessary actions related to the Issue and is vested with the following powers on behalf of the Board for ensuring the implementation of the Issue and any other matters incidental thereto and to take such further actions as may be required in this regard including:

1. Fixing the quantum of the Issue.
2. Approval of the preliminary placement document and the placement document (or by whatever name called) (the "Offer Documents") and all other such documents and carrying out such amendments, variations or modifications to these documents as may be considered necessary.
3. To approve and adopt the standalone/ consolidated/ proforma/condensed financial statements/ results etc. as may be required to be disclosed in the Offer Documents in respect of the QIP.
4. Approving submission of the Offer Documents, and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies (whether in India or outside India) the Stock Exchanges/ or such other authorities or persons, as may be required.
5. Approving resolutions for finalisation of price, the allotment, the opening and closure and all other resolutions that may be relevant for the Issue.
6. Opening one or more bank accounts in the name of the Company in Indian currency or foreign currency(ies) with such bank or banks in India and/or such foreign countries or demat accounts as may be required in connection with the Issue.
7. Approve submission of application for in principle approval, listing of the Equity Shares of the Company on the stock exchange(s) where the Company's Equity Shares are listed and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation of the concerned stock exchange(s), and obtaining such aforesaid in-principle approval.

8. Fixing of the date of opening and closing of the Issue (including the extension / pre-closure of such subscription period, as may be necessary or expedient) including determining the form and manner of the Issue, the Issue price (including discount of up to 5% of the Floor Price or such other discount as may be permitted under applicable laws, premium amount in issue) Issue structure, including the class of investors to whom the Issue is to be made, number of Securities to be allotted, floor price (including the premium or discount to the floor price, as the case may be), face value, delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the Issue.
9. to allot the Equity Shares, in one or more series and / or one or more tranches, issued in accordance with the terms of offering.
10. Appointing the book running lead managers, managers, financial and/or legal advisors, depositories, custodians, principal paying/ transfer/conversion agents, escrow agent, listing agents, registrars, trustees and all other agencies and advisors as may be required, and approval of agreements/ arrangements/ memorandum of understanding/ documents with any such agencies.
11. Approving confirmation of allocation notes, application forms and another communication which may be required to be sent to investors pursuant to the Issue.
12. Prepare and file foreign exchange reporting, if applicable with an authorized dealer or RBI.
13. Approve determination of the list of QIBs to whom the offer to subscribe shall be made and doing all acts necessary in this regard, including organization of any meetings in this regard with such QIBs, subject to compliance with applicable laws.
14. Approval of letters of allotment, listing application, engagement letter(s), memoranda of understanding, placement agreement, escrow agreement, underwriting agreement, deposit agreement and any other agreements or documents, as may be necessary in connection with the Issue (including amendments, or modification thereto).
15. Approval and finalization of the basis of allotment in the event of over-subscription.
16. Appointing the escrow banker(s) and approval of the escrow agreement.
17. Making an application for listing of the Securities allotted pursuant to the issue to the Stock Exchanges and seek listing on any international stock exchanges as may be relevant and required in connection with the Issue.
18. Finalization of the materiality policy with respect to disclosures to be made in the preliminary and final placement document.
19. Deciding the price and terms of the Securities, and all other related matters.
20. Seeking, if required, any approval, consent, or waiver from the Company's lenders and/ or any third parties (including industry data providers, customers, suppliers) with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents or waivers that may be required in connection with the Issue.
21. To authorise acceptance and appropriation of the proceeds of the Issue and approve the incurring of expenditure and payment of fees in connection with the Issue.
22. To affix the common seal of the Company on any agreement(s)/ document(s) as may be required to be executed in connection with the above, in accordance with the provisions of applicable law.
23. To seek any clarification or exemption in connection with the Issue from any applicable government and regulatory authorities, institutions or bodies (whether in India or outside India) including but not limited to SEBI and / or the Stock Exchanges and/or the ROC, if required.

24. To do all such acts, deeds, matters and things and execute all such other documents, etc., as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, finalize the allocation and basis of allotment and to allot the Equity Shares to the successful allottees as permissible in law, issue of shares/share certificates in accordance with the relevant rules, and to undertake any required corporate actions, including in connection with the issue of Equity Shares in the dematerialised form.
25. To settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotments and utilization of the issue proceeds as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the Board or the members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the members of the Company

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard"

By order of the Board of Directors,
For **Lloyds Metals and Energy Limited**

Akshay Vora
Company Secretary
Membership No.: ACS43122

Date: 25th April, 2025
Place: Mumbai

Registered Office:
Plot No. A 1-2, MIDC Area, Ghugus,
Chandrapur - 442505, Maharashtra, India.
CIN: L40300MH1977PLC019594
E-mail : investor@lloyds.in
Website : www.lloyds.in

NOTES

1. The Ministry of Corporate Affairs ("**MCA**") has vide its General Circular No. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April, 2020; 20/2020 dated 5th May, 2020; 02/2021 dated 13th January, 2021; 03/2022 dated 05th May, 2022, 10/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September, 2024 and any amendment/modification thereof issued by MCA and read with the Securities and Exchange Board of India ("**SEBI**") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024 (hereinafter referred to as "**Circulars**"), and in compliance with the provisions of the Companies Act, 2013 ("**the Act**") and the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 ("**Listing Regulations**") permitted the holding of the Annual General Meeting ("**AGM**") through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**"), without the physical presence of the members at a common venue.
2. Accordingly, in compliance with the provisions of the Act read with the Circulars, the AGM of the Company is being held through VC / OAVM only. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("**ICSI**") read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
3. Explanatory Statement pursuant to the provisions of Section 102 of the Act in respect of Special Business stating material facts and reasons for the proposed resolutions is annexed hereto and forms part of this notice.
4. Since this AGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. In line with the Circulars, Notice of the thus AGM, inter alia, indicating the process and manner of e-voting is being sent by Email, to all the Members whose Email IDs are registered with the Company / Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled and the same will also be available on the website of the Company at www.lloyds.in and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited ("**NSE**") at www.nseindia.com and on the website of National Securities Depository Limited ("**NSDL**") at www.evoting.nsdl.com.
6. Institutional / Corporate Members (i.e. other than individuals/HUF, NRI etc.) are required to send a duly certified scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting, pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to mitesh@mjshah.com with a copy marked to evoting@nsdl.co.in and investor@lloyds.in. Institutional shareholders can also upload their Board Resolution / Power of Attorney / Authority Letter, etc., by clicking on "Upload Board Resolution / Authority Letter" displayed under "**e-voting**" tab in their login.
7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
8. The SEBI has mandated the submission of the Permanent Account Number ("**PAN**") by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are requested to submit their PAN details to the Company's share transfer agent, Bigshare Services Private Limited ("**RTA**").
9. Those Shareholders whose email IDs are not registered can get their e-mail ID's registered as follows:

- Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
 - Members holding shares in the physical form can get their e-mail ID registered by contacting our RTA on their email id investor@bigshareonline.com or by sending the duly filled in e-communication registration form enclosed with this Notice to our RTA on their email id investor@bigshareonline.com.
10. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/ Reports and other communications electronically to their e-mail address in future.
 11. Online Dispute Resolution Portal

SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated 31st July, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated 04th August, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_ IAD-1/P/CIR/2023/145 dated 31st July, 2023 (updated as on 11th August, 2023), has established a common Online Dispute Resolution Portal ("**ODR Portal**") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the Registrar and Share Transfer Agent / the Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at <https://lloyds.in/investors/shareholders-information/>.
 12. Members who wish to obtain any information on the Company or view the Financial Statements for the Financial Year ended 31st March, 2025 can send their queries at investor@lloyds.in at least 7 (Seven) days before the date of 48th AGM. The same will be replied by/on behalf of the Company suitably.
 13. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 14. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 15. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is offering only e-voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of NSDL for facilitating e-voting to enable the Members to cast their votes electronically as well as for e-voting during the AGM. Resolution(s) passed by Members through e-voting are deemed to have been passed as if they have been passed at the AGM.
 16. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 01st April, 2019 except in case of transmission or transposition of securities. In view of the above, members holding shares in physical form are advised to dematerialize the shares with their Depository Participant.
 17. The Register maintained under Section 170 and Section 189 of the Act and the Certificate under the SEBI (Share Based Employee Benefits) Regulations, 2014, will be available electronically for inspection by the Members during the AGM.

Further, all the documents referred to in the Notice will also be available for electronic inspection by the members from the date of circulation of this Notice up to the date of AGM, i.e. Monday, 2nd June, 2025. Members seeking to inspect such documents can send an email to investor@lloyds.in.
 18. Members are provided with the facility for voting through voting system during the VC/ OAVM proceedings at the AGM and Members

participating at the AGM, who have not already casted their vote by remote e-voting, are eligible to exercise their right to vote at the AGM.

19. Members who have already casted their vote by remote e-voting prior to the AGM will be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already casted the vote through remote e-voting.
20. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
21. Instructions for voting through electronic means:

The remote e-voting facility will be available during the following period:

| | |
|---------------------------------|---|
| Commencement of remote e-voting | Thursday, 29 th May, 2025 (09:00 A.M. IST) |
| End of remote e-voting | Sunday, 1 st June, 2025 (05:00 P.M. IST) |

The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members

/ Beneficial Owners as on the record date (cut-off date) i.e., Monday, 26th May, 2025 may cast their vote electronically. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 26th May, 2025.

22. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

The way to vote electronically on NSDL e-Voting system consists of “**Two Steps**” which are mentioned below:





Step 1: Access to NSDL e-Voting system

- A. Login method for e-Voting for Individual Members holding securities in demat mode

In terms of SEBI circular dated 09th December, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

| Type of shareholders | Login Method |
|--|--|
| | <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;">   </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

B. Login Method for e-Voting other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

| Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***. |

5. Password details for shareholders other than Individual shareholders are given below:
 - (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - (c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - (a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

(b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com

(c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mitesh@mjshah.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in.
4. You can also update your Mobile number and email ID in the user profile details of the folio which may be used for sending future communication(s).

23. THE INSTRUCTIONS FOR REGISTRATION OF EMAIL ADDRESS

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@lloyds.in

- b. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@lloyds.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step **1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
- c. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- d. In terms of SEBI circular dated 09th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

24. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

- a. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

- 25. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

PROCESS AND MANNER FOR ATTENDING THE AGM THROUGH NSDL:

- a. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system.** After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- b. Members are encouraged to join the Meeting through Laptops for better experience.
- c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@lloyds.in. The same will be replied by the Company suitably.
- f. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request by Monday, 26th May, 2025 (up till 05:00 P.M. IST) from their registered e-mail Id's mentioning their name, DP ID and client Id / folio number, PAN, mobile number on investor@lloyds.in as registered in the

records of the Company. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

26. DIVIDEND RELATED INFORMATION

- (a) The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 27th May, 2025 to Monday, 2nd June, 2025 (both days inclusive) for the purpose of the AGM of the Company.
- (b) The Board of Directors have recommended a Final Dividend of ₹ 1/- (100%) per equity share of face value of ₹ 1/- each for the Financial Year ended 31st March, 2025 subject to approval of the Members at the ensuing AGM. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or after Friday, 6th June, 2025:
 - (i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on Monday, 26th May, 2025.
 - (ii) To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on Monday, 26th May, 2025.

The Securities and Exchange Board of India ("SEBI"), through its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021, and its subsequent amendments Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March,

2023, and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023 has mandated that, effective from April 1, 2024, dividends to security holders holding securities in physical form shall be paid only through electronic mode. Such electronic payments will be processed only after the security holder has furnished the necessary details, including Permanent Account Number (PAN), choice of nomination (or an explicit opt-out), contact information such as mobile number and email address (if available), bank account details for direct credit of dividends, and a specimen signature. Failure to provide any of these mandatory details will result in non-payment of dividends to such security holders.

Further, relevant FAQs published by SEBI to provide clarity on the new requirements can be accessed on its official website. These FAQs offer detailed guidance for security holders in physical form regarding the submission of required documents and procedures.

In terms of Schedule I of the Listing Regulations, listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as electronic clearance service (ECS), LECS (Local ECS)/ RECS (Regional ECS)/ NECS (National ECS), direct credit, real time gross settlement, national electronic fund transfer (NEFT), etc. for making payments like dividend etc. to the Members.

Accordingly, members holding securities in demat mode are requested to update their bank details with their Depository Participants. Members holding securities in physical form shall send a request updating their bank details, to the Company's RTA.

- (c) Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. Dividend Warrants / Demand Drafts will be dispatched to the registered address of the

shareholders who have not updated their bank account details.

- (d) To avoid loss of Dividend Warrants/Demand Drafts in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH).

27. COMMUNICATION IN RESPECT OF DEDUCTION OF TAX AT SOURCE ON FINAL DIVIDEND PAYOUT.

For all Shareholders:

- (a) Dividend income is taxable in the hands of the members and the Company is required to deduct tax at source ("TDS") from dividend paid to the members at prescribed rates as per the Income Tax Act, 1961. In general, no tax will be deducted on payment of dividend to category of members who are resident individuals (with valid PAN details updated in their folio/client ID records) and the total dividend amount payable to them does not exceed ₹5,000/-. Members not falling in the said category, can go through the detailed note with regards to the applicability of tax rates for various other categories of members and the documents that need to be submitted for nil or lower tax rate, which has been provided on the Company's website at <https://lloyds.in/investors/shareholders-information/>.
- (b) Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members/claimants are requested to claim their dividends from the Company within the stipulated timeline.
- (c) All communications/queries in this respect should be addressed to our RTA, Bigshare Services Private Limited at their e-mail ID at tds@bigshareonline.com, on or before Record date for the dividend in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. All communication received upto Monday, 26th May, 2025 by 05:00 P.M. on the tax determination/ deduction shall be considered for the dividend.
- (d) Shareholders may note that in case the tax on said Final dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you, option is available to you to file the return of income as per Income Tax Act, 1961 and claim an appropriate refund, if eligible. No claim shall lie against Company for any taxes deducted by the Company.
- (e) Shareholders are requested to update tax residential status, Permanent Account Number (PAN), registered email address, mobile numbers and other details with their Depository Participants, in case the shares are held in dematerialized form. Shareholders holding shares in physical mode, are requested to furnish details to the Company's RTA.
- (f) The formats of above declarations are available on the website of the Company at <https://lloyds.in/investors/shareholders-information/> and also on the website of RTA at https://www.bigshareonline.com/resources-sebi_circular.aspx. The aforementioned documents (duly completed and signed) are required to be submitted to the Company's RTA at tds@bigshareonline.com.
- (g) All the documents submitted by the shareholders will be verified by the Company and the Company will consider the same while deducting the appropriate taxes if they are in accordance with the provisions of the IT Act. Shareholders may note that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/ documents, option is available to the shareholder to file the return of income as per the IT Act, and claim an appropriate refund, if eligible.
- (h) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, the shareholder will be responsible to

indemnify the Company and also, provide the Company with all information / documents and co-operation in any tax proceedings.

- (i) This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.
- (j) Shareholders are further requested to complete necessary formalities to link their bank accounts to their demat accounts to enable the Company to make timely credit of dividend in respective bank account.
- (k) Members are requested to contact Company's RTA, Bigshare Services Private Limited for encashing the unclaimed dividends standing to the credit of their account. The detailed dividend history and due dates for transfer to IEPF are given on the website of the Company at <https://lloyds.in/investors/shareholders-information/>.
- (l) In terms of requirements of Section 124(6) of the Act read with Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the shares, in respect of which the dividend remains unpaid or unclaimed for a period of seven consecutive years or more, to the IEPF Account established by the Central Government. The details of the unpaid/ unclaimed dividend amounts lying with the Company are available on the website of the Company at <https://lloyds.in/investors/shareholders-information/> and on the website of MCA/ IEPF. Member(s) whose dividends/ shares are transferred to the IEPF can claim the same from the IEPF Authority by following the refund procedure as detailed on the IEPF website.

28. GENERAL GUIDELINES FOR MEMBERS

- (a) The Company has appointed Mitesh Shah (Membership No.: FCS10070) from M/s. Mitesh Shah & Co., Company Secretaries (Firm Registration No.: P2025MH10400) as the Scrutinizer to scrutinize the remote e-voting process and voting during the AGM in a fair and transparent manner.
- (b) As per the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of shares held by them. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
- (c) The Scrutinizer shall submit his consolidated report to the Chairman within two working days from the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be communicated to the BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, where the shares of the Company are listed and shall be placed on the Company's website at www.lloyds.in and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorised by the Chairman.
- (d) Members who have not registered their e-mail address so far are requested to register their e-mail for receiving all communications including Annual Report, Notices and Circulars etc. from the Company electronically.
- (e) Members are requested to notify any changes in their address / e-mail id's to the Company's Registrar & Share Transfer Agent, Bigshare Services Private Limited at, Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400093.
- (f) To register your email address for all future correspondence and update the bank account details, please follow the below process:
 - a. Physical Holding: Drop an email at investor@lloyds.in OR investor@bigshareonline.com and the Company/ RTA shall assist with the process further.
 - b. Demat Holding: Please contact your DP and follow the process advised by your DP.
- (g) Members must quote their Folio No. / Demat Account No. and contact details such as e-mail address, contact no. etc. in all their correspondence with the Company's Registrar and Share Transfer Agent.

- (h) A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- (i) The voting rights of shareholder shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, 26th May, 2025.
- (j) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the AGM.
- (k) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The remote e-voting module shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

STATEMENT ANNEXED TO THE NOTICE SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS

In respect of Item No. 6

Based on the recommendation of the Audit Committee, the Board of Directors of the Company at their meeting held on 25th April, 2025, has approved the appointment and remuneration of M/s. Singh M K & Associates, Cost Accountants (Firm Registration No.: 101770), as the Cost Auditors for audit of the cost accounting records of the Company for the Financial Year ending 31st March, 2026, at a remuneration of ₹ 60,000 (Rupees Sixty Thousand Only) plus taxes and reimbursement of out-of-pocket expenses at actuals, if any, in connection with the audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 (**"the Act"**) and the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), maintenance of cost records and audit thereof is applicable in respect of products in the category of Electricity, Iron and Steel, Ores and Mineral Products.

M/s. Singh M K & Associates, have confirmed that they hold a valid certificate of practice under Sub-section (1) of Section 6 of the Cost and Works Accountants Act, 1959. In accordance with the provisions of Section 148 (3) of the Act read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory

modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to Cost Auditor has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for ratification of the remuneration payable to Cost Auditors for conducting the audit of the cost records of the Company, if required, for the Financial Year ending 31st March, 2025.

The Board, recommends passing of this Ordinary Resolution as set out at Item No. 6 of this notice, for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 6 of the Notice.

In respect of Item No. 7

The Securities and Exchange Board of India (**"SEBI"**), through a notification dated 12th December, 2024, introduced the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 (**"Listing Regulations"**), thereby amending the existing Listing Regulations. As per the amendment, every listed company is required to appoint either an individual for not more than one term of five consecutive years or a Secretarial Audit firm for not more than two terms of

five consecutive years as the Secretarial Auditors based on the recommendation of its Board of Directors and subject to the approval of its members in its Annual General Meeting.

M/s Mitesh J. Shah & Associates were appointed as the Secretarial Auditors of the Company for the Financial Year 2024-25.

Accordingly, the Board of Directors of the Company (**"the Board"**) at their meeting held on 25th April, 2025, considering the experience and expertise and on the recommendation of the Audit Committee, has recommended for the approval of the Members of the Company, appointment of M/s. Mitesh Shah & Co., Company Secretaries (**"M/s. Mitesh Shah & Co."**) (Firm Registration No.: P2025MH104700), as the Secretarial Auditor of the Company, for a period of Five (5) consecutive years from commencing from Financial Year 2025-26 till Financial Year 2029-30 at such remuneration as shall be fixed by the Board of the Company.

Brief Profile of M/s. Mitesh Shah & Co.

*M/s. Mitesh Shah & Co, Company Secretaries (**"Mitesh Shah & Co."**) is a firm of Practising Company Secretaries with a strong track record of delivering strategic, research-driven, and customised corporate advisory solutions. With deep domain expertise in Corporate Laws, SEBI regulations, Insolvency & Bankruptcy Code, and Compliance Management, the firm is well-equipped to carry out a comprehensive Secretarial Audit in accordance with the provisions of Section 204 of the Companies Act, 2013.*

The firm is led by CS Mitesh Shah, a Fellow Member of the Institute of Company Secretaries of India (ICSI), with overall 15 years of experience advising diverse businesses across sectors such as Real Estate, Infrastructure, Finance, and Technology.

With a client-first approach and a commitment to integrity and innovation, Mitesh Shah & Co. continues to be a trusted partner for businesses navigating complex regulatory and governance landscapes.

The Board considered the appointment as Secretarial Auditor due to its proven expertise in corporate legal advisory, particularly in SEBI regulations and compliance management. The firm's deep understanding of regulatory frameworks, combined with its leadership

under CS Mitesh Shah who brings 15 years of cross-sectoral experience making it well-positioned to conduct a thorough and value-driven Secretarial Audit.

M/s. Mitesh Shah & Co. is best suited for the Company due to its proven ability to deliver insightful, compliance-focused Secretarial Audits backed by deep regulatory expertise and sectoral experience.

M/s. Mitesh Shah & Co., have given their consent to act as the Secretarial Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 204 of the Companies Act, 2013 (**"the Act"**) and the Listing Regulations.

Based on the recommendation of the Audit Committee and the Board of Directors, the proposed remuneration payable to the Secretarial Auditors for the Financial Year 2025-26 is ₹ 0.02 Crore, excluding applicable taxes and out-of-pocket expenses. The remuneration for subsequent year(s) of their tenure shall be determined by the Board, upon recommendation of the Audit Committee.

The Board, recommends passing of this Ordinary Resolutions as set out at Item No. 7 of this Notice, for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 7 of the Notice.

In respect of Item No. 8

The Board of Directors on recommendation of the Audit Committee of the Company in their meeting held on 28th January, 2025, has approved entering into related party transactions with Thriveni Earthmovers Private Limited (**"TEMPL"**), a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 (**"the Act"**) and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) relating to order for Mining and Transportation of iron ore, supply of iron ore pellets, services in connection to construction and related activities; such other trading activities as may be necessary and incidental for carrying out

Mine Developer and Operator (“MDO”) services of the Company; transfer of mining rights; transfer of Composite License (“LOI”) in respect of any metals and / or minerals including but not limited to iron ore, coal; trading of assets and such other allied activities, Infrastructure and Resources Sharing including human resources, offices and Reimbursement of expenses paid/ received, services in connection thereto to and related activities with TEMPL shall not exceed ₹ 5,500 Crore (Rupees Five Thousand Five Hundred Crore Only) on annual basis for any given financial year and such transactions shall be at arms’ length basis and in ordinary course of business.

The Members of the Company are requested to approve an overall Limit of ₹ 5,500 Crore (Rupees Five Thousand Five Hundred Crore Only) on an annual basis for any given financial year and amendment in the

nature and particulars of contract and arrangements of the Related Party Transactions with TEMPL. The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company.

In accordance with Regulation 23(4) of the Listing Regulations, the said related party transaction will require prior approval of the Members through an Ordinary Resolution, as the aggregate value of transaction(s) amounts to 10% or more of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction with TEMPL.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 and SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, particulars of the proposed transactions are as follows:

| Sr. No. | Description / Particulars | Details / Remarks |
|---------|--|---|
| 1. | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise). | <p>Thriveni Earthmovers Private Limited</p> <p>Section 2(76)(viii) of the Companies Act, 2013: Any-body corporate which is an investing company or the venturer of the Company and Regulation 2(1) (zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”),</p> <p>a. Thriveni Earthmovers Private Limited is the Promoter of the Company holding 19.11% of the paid-up equity of the Company as on 31st March, 2025</p> |
| 2. | Name of the director or key managerial personnel who is related, if any and nature of relationship | <p>a. Thriveni Earthmovers Private Limited, is a Promoter of the Company</p> <p>b. Mr. Balasubramanian Prabhakaran, Managing Director of the Company is also a Managing Director in the related party</p> |
| 3. | Nature, material terms, monetary value and particulars of contracts or arrangement | <p>Nature of Contract or Arrangement: Order for Mining and Transportation of iron ore, supply of iron ore pellets, services in connection to construction and related activities; such other trading activities as may be necessary and incidental for carrying out Mine Developer and Operator (“MDO”) services of the Company; transfer of mining rights; transfer of Composite License (“LOI”) in respect of any metals and / or minerals including but not limited to iron ore, coal; trading of assets. Infrastructure and Resources Sharing including human resources, offices and Reimbursement of expenses paid/ received</p> <p>Duration of contract or arrangement: Recurring Nature and approval are sought for the Financial Year 2025-26 and the said approval is valid until the next AGM, but not exceeding a period of 15 months.</p> |

| Sr. No. | Description / Particulars | Details / Remarks |
|------------|--|---|
| | | <p>Monetary value: The monetary value of the aggregate transaction(s) shall not exceed ₹ 5,500 Crore (Rupees Five Thousand Five Hundred Crore only) for any given financial year on an annual basis</p> <p>Particulars of contract or Arrangement and Material Terms: The proposed transactions shall relate to Order for Mining and Transportation of iron ore, supply of iron ore pellets, services in connection to construction and related activities; such other trading activities as may be necessary and incidental for carrying out MDO services of the Company; transfer of mining rights; transfer of Composite License ("LOI") in respect of any metals and / or minerals including but not limited to iron ore, coal; trading of assets. Infrastructure and Resources Sharing including human resources, offices and Reimbursement of expenses paid/ received</p> <p>The monetary value of the aggregate transaction(s) shall not exceed ₹ 5,500 Crore (Rupees Five Thousand Five Hundred Crore only) for any given financial year on an annual basis on arms' length basis which will be governed by the Company's Related Party Transaction Policy (as may be amended from time to time) and shall be within the overall limits as recommended by the Audit Committee approved by the Board of Directors of the Company and approval of the Members of the Company.</p> |
| 4. | Value of Transaction | The monetary value of the aggregate transaction(s) shall not exceed ₹ 5,500 Crore (Rupees Five Thousand Five Hundred only) for any given financial year on an annual basis |
| 5. | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year (F.Y. 2024-25) | 83% |
| 6. | Justification for the transaction | The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company. |
| 7. | Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary | N.A. |
| 8. | A copy of the valuation or other external party report, if any such report has been relied upon; | N.A. |
| 9. | Any other information relevant or important for the Meeting to take a decision on the proposed transaction | All important information forms part of the statement setting out material facts |

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 8.

The Board, recommends passing of this Ordinary Resolution as set out at Item No. 8 of this Notice, for your approval.

Except Mr. Balasubramanian Prabhakaran and his relatives none of the other Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 8 of the notice except to the extent of their shareholding in the Company.

In respect of Item No. 9

The Board of Directors on recommendation of the Audit Committee in their meetings held on 28th January, 2025 has approved entering into transactions relating to, Order for Mining and Transportation of iron ore, supply of iron ore pellets, services in connection to construction and related activities; such other trading activities as may be necessary and incidental for carrying out Mine Developer and Operator ("MDO") services of the Company; transfer of mining rights; transfer of Composite License ("LOI") in respect of any metals and / or minerals including but not limited to

iron ore, coal; trading of assets and Infrastructure and Resources Sharing including human resources, offices and Reimbursement of expenses paid/ received, with Thriveni Earth Movers & Infra Private Limited ("TEIL"), a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") subject to the condition that the total value of all transactions with TEIL shall not exceed ₹ 5,500 Crore (Rupees Five Thousand Five Hundred Crore only) on an annual basis for any given financial year and such transactions shall be at arms' length basis.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company. In accordance with Regulation 23(4) of Listing Regulations, the said related party transaction will require prior approval of members through Ordinary Resolution, as the aggregate value of transaction(s) amounts to 10% or more of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company. Accordingly, consent of the Members is sought for passing the Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction to be entered into with TEIL.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 and SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, particulars of the proposed transactions are as follows:

| Sr. No. | Description / Particulars | Details / Remarks |
|---------|---|---|
| 1. | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | <p>Thriveni Earthmovers and Infra Private Limited ("TEIL")</p> <p>Section 2(76)(viii) of the Act: Any-body corporate which is an investing company or the venturer of the Company and Regulation 2(1) (zb) of the Listing Regulations:</p> <p>a. Thriveni Earth Movers Private Limited is the Promoter of the Company holding 19.11% (of the paid-up equity of the Company as on 31st March, 2025, is also a Promoter of the related party.</p> <p>b. Mr. Balasubramanian Prabhakaran, Managing Director of the Company is also a promoter in TEIL and collectively holds 96.5% (Ninety-Six-point Five percent) of the paid up equity of TEIL along with his relatives.</p> |

| Sr. No. | Description / Particulars | Details / Remarks |
|---------|--|--|
| 2. | Name of the director or key managerial personnel who is related, if any and nature of relationship | Mr. Balasubramanian Prabhakaran, Managing Director of the Company is also a Promoter Director and majority shareholder of TEIL. |
| 3. | Nature, material terms, monetary value and particulars of contracts or arrangement | <p>Nature of Contract or Arrangement:</p> <p>a) Order for Mining and Transportation of iron ore, supply of iron ore pellets, services in connection to construction and related activities; such other trading activities as may be necessary and incidental for carrying out Mine Developer and Operator ("MDO") services of the Company; transfer of mining rights; transfer of Composite License ("LOI") in respect of any metals and / or minerals including but not limited to iron ore, coal; trading of assets and;</p> <p>b) Infrastructure and Resources Sharing including human resources, offices and Reimbursement of expenses paid/ received.</p> <p>Duration of contract or arrangement: Recurring Nature and approval are sought for the Financial Year 2025-26 and the said approval is valid until the next AGM, but not exceeding a period of 15 months.</p> <p>Monetary value: The monetary value of the aggregate transaction(s) shall not exceed ₹ 5,500 Crore (Rupees Five Thousand Five Hundred Crore Only).</p> |
| 4. | Value of Transaction | The monetary value of the aggregate transaction(s) shall not exceed ₹ 5,500 Crore (Rupees Five Thousand Five Hundred Crore Only). |
| 5. | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year (F.Y. 2024-25) | 83% |
| 6. | Justification for the transaction | The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company. |
| 7. | Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary | Not Applicable. |
| 8. | A copy of the valuation or other external party report, if any such report has been relied upon; | Not Applicable. |
| 9. | Any other information relevant or important for the Meeting to take a decision on the proposed transaction | All important information forms part of the statement setting out material facts. |

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 9.

The Board, recommends passing of this Ordinary Resolution as set out at Item No. 9 of this Notice, for your approval.

Except Mr. Balasubramanian Prabhakaran together with his relative(s) none of the other Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 9 of the notice except to the extent of their shareholding in the Company.

In respect of Item No. 10

The Board of Directors on recommendation of the Audit Committee in their meetings held on 28th January, 2025 has approved entering into transactions relating to Construction activities such as design, engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure, industrial civil work, complex / township, slurry pipeline, gyratory crusher, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment's, electrical & instrumentation components and mechanical & utilities etc. including BOOT, BOO,

BOLT, PPP models and the same can be carried out on own-account basis or on a fee or contract basis, business support services, sale of byproducts and services in connection to and related activities with Lloyds Infrastructure & Construction Limited ("**LICL**"), a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 ("**the Act**") and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") subject to the condition that the total value of all transactions with LICL shall not exceed ₹ 4,000 Crore (Rupees Four Thousand Crore only) on an annual basis for any given financial year and such transactions shall be at arms' length basis.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company. In accordance with Regulation 23(4) of Listing Regulations, the said related party transaction will require prior approval of members through Ordinary Resolution, as the aggregate value of transaction(s) amounts to 10% or more of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company. Accordingly, consent of the Members is sought for passing the Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction to be entered into with LICL.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 and SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, particulars of the proposed transactions are as follows:

| Sr. No. | Description / Particulars | Details / Remarks |
|---------|---|--|
| 1. | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | Lloyds Infrastructure & Construction Limited (" LICL ") Section 2(76)(vi) of the Companies Act, 2013: any-body corporate whose Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager |
| 2. | Name of the director or key managerial personnel who is related, if any and nature of relationship | a. Thriveni Earthmovers Private Limited (" TEMPL "), Promoter of the Company is also a Promoter of the related party b. Mr. Madhur Gupta, Executive Promoter Director and Mr. Soundararajan Venkateswaran, Executive Director of the Company are also Directors of the related party c. Shreekrishna Mukesh Gupta, promoter of the Company is also Director of the related party. |

| Sr. No. | Description / Particulars | Details / Remarks |
|---------|--|---|
| 3. | Nature, material terms, monetary value and particulars of contracts or arrangement | <p>Nature of Contract or Arrangement: Construction activities such as design, engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure, industrial civil work, complex / township, slurry pipeline, gyratory crusher, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment's, electrical & instrumentation components and mechanical & utilities etc. including BOOT, BOO, BOLT, PPP models and the same can be carried out on own-account basis or on a fee or contract basis, business support services, sale of byproducts and services in connection to and related activities.</p> <p>Duration of contract or arrangement: Recurring Nature and approval are sought for the Financial Year 2025-26 and the said approval is valid until the next AGM, but not exceeding a period of 15 months.</p> <p>Monetary value: The transactions will be based on orders to be issued from time to time for sale of iron ore. The monetary value of the aggregate transaction(s) shall not exceed ₹ 4,000 Crore (Rupees Four Thousand Crore only) for any given financial year on an annual basis.</p> <p>Particulars of contract or Arrangement and Material Terms: The proposed transactions shall relate to Construction activities such as design, engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure, industrial civil work, complex / township, slurry pipeline, gyratory crusher, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment's, electrical & instrumentation components and mechanical & utilities etc. including BOOT, BOO, BOLT, PPP models and the same can be carried out on own-account basis or on a fee or contract basis, business support services, sale of byproducts and services in connection to and related activities. Such transactions would at all times be on arms' lengths basis and in the ordinary course of the Company's business</p> |
| 4. | Value of Transaction | The transactions will be based on orders to be issued from time to time for sale of iron ore. The monetary value of the aggregate transaction(s) shall not exceed ₹ 4,000 Crore (Rupees Four Thousand Crore only) for any given financial year on an annual basis. |
| 5. | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year (F.Y. 2024-25) | 60.41% |
| 6. | Justification for the transaction | The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company. |
| 7. | Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary | N.A. |

| Sr. No. | Description / Particulars | Details / Remarks |
|---------|--|---|
| 8. | A copy of the valuation or other external party report, if any such report has been relied upon; | N.A. |
| 9. | Any other information relevant or important for the Meeting to take a decision on the proposed transaction | All important information forms part of the statement |

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 10.

The Board, recommends passing of this Ordinary Resolution as set out at Item No. 10 of this Notice, for your approval.

Except Mr. Madhur Gupta, Mr. Soundararajan Venkateswaran, Mr. Shreekrishna Gupta and Mr. Balasubramanian Prabhakaran along with their relatives none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 10 of the notice except to the extent of their shareholding in the Company.

In respect of Item No. 11

The Board of Directors on recommendation of the Audit Committee in their meeting held on 28th January, 2025, has approved entering into transactions relating to sale and purchase of iron ore, iron ore pellets and other products of the Company; and other trading activities and such other ancillary and incidental activities with Mandovi River Pellets Private Limited ("MRPPL"),

a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 ("the Act") and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") subject to the condition that the total value of all transactions with MRPPL shall not exceed ₹ 3,000 Crore (Rupees Three Thousand Crore only) on an annual basis for any given financial year and such transactions shall be at arms' length basis.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company.

In accordance with Regulation 23(4) of the Listing Regulations, the said related party transaction will require prior approval of members through Ordinary Resolution, as the aggregate value of transaction(s) amounts to 10% or more of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company. Accordingly, consent of the Members is sought for passing the Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction to be entered into with MRPPL.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 and SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, particulars of the proposed transactions are as follows:

| Sr. No. | Description / Particulars | Details / Remarks |
|---------|---|---|
| 1. | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | Mandovi River Pellets Private Limited ("MRPPL") Section 2(76)(iv) of the Companies Act, 2013: a Private Company in which a Director or Manager or his relative is a Member or Director. |

| Sr. No. | Description / Particulars | Details / Remarks |
|---------|--|---|
| 2. | Name of the director or key managerial personnel who is related, if any and nature of relationship | Mr. Balasubramanian Prabhakaran, Managing Director of the Company is also a Director of related party. |
| 3. | Nature, material terms, monetary value and particulars of contracts or arrangement | <p>Nature of Contract or Arrangement: Sale and purchase of iron ore, iron ore pellets and other products of the Company; and other trading activities and such other ancillary and incidental activities.</p> <p>Duration of contract or arrangement: Recurring Nature and approval are sought for the Financial Year 2025-26 and the said approval is valid until the next AGM, but not exceeding a period of 15 months.</p> <p>Monetary value: The monetary value of the aggregate transaction(s) shall not exceed ₹ 3,000 Crore (Rupees Three Thousand Crore only) for any given financial year on an annual basis.</p> |
| 4. | Value of Transaction | The monetary value of the aggregate transaction(s) shall not exceed ₹ 3,000 Crore (Rupees Two Thousand Crore only) for any given financial year on an annual basis. |
| 5. | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year (F.Y. 2024-25) | 45.27% |
| 6. | Justification for the transaction | The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company. |
| 7. | Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary | N.A. |
| 8. | A copy of the valuation or other external party report, if any such report has been relied upon; | N.A. |
| 9. | Any other information relevant or important for the Meeting to take a decision on the proposed transaction | All important information forms part of the statement setting out material facts. |

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 11.

The Board, recommends passing of this Ordinary Resolution as set out at Item No. 11 of this Notice, for your approval.

Except Mr. Balasubramanian Prabhakaran along with his relatives none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 11 of the notice except to the extent of their shareholding in the Company.

In respect of Item No. 12

The Board of Directors on the recommendation of the Audit Committee in their meeting held on 28th January, 2025, has approved entering into transactions relating to Purchase/sale/supply or procurement of goods/ machinery/ materials and availing/rendering of various services (as may be amended from time to time) with Lloyds Engineering Works Limited ("LEWL") (formerly known as Lloyds Steels Industries Limited, ("LSIL")), subject to the condition that the total value of all transactions with LEWL shall not exceed ₹ 2,000 Crore (Rupees Two Thousand Crore only) on an annual basis for any given financial year and such transactions shall be at arms' length basis.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company.

In accordance with Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the said related party

transaction will require prior approval of members through Ordinary Resolution, as the aggregate value of transaction(s) amounts to 10% or more of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company. Accordingly, consent of the Member is sought for passing the Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction to be entered into with LEWL.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 and SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, particulars of the proposed transactions are as follows:

| Sr. No. | Description / Particulars | Details / Remarks |
|---------|---|--|
| 1. | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | <p>Lloyds Engineering Works Limited ("LEWL") (formerly known as Lloyds Steels Industries Limited ("LSIL"),</p> <p>Section 2(76)(vi) of the Companies Act, 2013: any body corporate whose Board of Directors, Managing Director or Manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager.</p> <p>Regulation 2(1)(zb)(a) of the Listing Regulations: any person or entity forming a part of the promoter or promoter group of the listed entity</p> |
| 2. | Name of the director or key managerial personnel who is related, if any and nature of relationship | <p>a. Mr. Mukesh Gupta, Chairman & Promoter of the Company is also a Whole time Director and Promoter of the related party.</p> <p>b. The Company and the Related Party form part of the same Promoter and Promoter group</p> |
| 3. | Nature, material terms, monetary value and particulars of contracts or arrangement | <p>Nature of Contract or Arrangement: Purchase/sale/supply or procurement of goods/machinery/ materials and availing/rendering of various services.</p> <p>Duration of contract or arrangement: Recurring Nature and approval are sought for the Financial Year 2025-26 and the said approval is valid until the next AGM, but not exceeding a period of 15 months.</p> <p>Monetary value: The monetary value of the aggregate transaction(s) shall not exceed ₹ 2,000 Crore (Rupees Two Thousand Crore only) for any given financial year on an annual basis.</p> <p>Particulars of contract or Arrangement and Material Terms: The proposed contracts/ arrangements/ transactions shall relate to purchase/sale/supply or procurement of goods/ materials/machinery and availing/rendering of various services, and such other allied activities services in connection thereto to and related activities.</p> <p>The monetary value of the aggregate transaction(s) shall not exceed ₹ 2,000 Crore (Rupees Two Thousand Crore only) for any given financial year on an annual basis on arms' length basis which will be governed by the Company's Related Party Transaction Policy (as may be amended from time to time) and shall be within the overall limits as recommended by the Audit Committee approved by the Board of Directors of the Company and approval of the Members of the Company.</p> |

| Sr. No. | Description / Particulars | Details / Remarks |
|---------|--|---|
| 4. | Value of Transaction | The monetary value of the aggregate transaction(s) shall not exceed ₹ 2,000 Crore (Rupees Two Thousand Crore only) for any given financial year on an annual basis. |
| 5. | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year (F.Y. 2024-25) | 30.18% |
| 6. | Justification for the transaction | The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company. |
| 7. | Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary | N.A. |
| 8. | A copy of the valuation or other external party report, if any such report has been relied upon; | N.A. |
| 9. | Any other information relevant or important for the Meeting to take a decision on the proposed transaction | All important information forms part of the statement setting out material facts. |

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 12.

The Board, recommends passing of this Ordinary Resolution as set out at Item No. 12 of this Notice, for your approval.

Except Mr. Mukesh Gupta, Mr. Rajesh Gupta and Mr. Madhur Gupta along with their relatives none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 12 of the notice except to the extent of their shareholding in the Company.

In respect of Item No. 13

The Board of Directors on recommendation of the Audit Committee in their meetings held on 28th January, 2025 has approved entering into transactions relating to Sale-purchase, establishment, carrying out on behalf of the Company business as an energy company and it will offer, generates, accumulate, supply and distributes solar, wind, and hydro power,

as well as builds and manages renewable energy projects, using conventional, non-conventional and renewable sources, other such sources on behalf of the Company and such other allied activities services in connection thereto to and related activities. trading of energy certificates. setting up power plant on behalf of company, Carrying out of mining and transportation of iron ore, other logistics services, pipeline services either by construction / assembly or renting either by-way of BOOT, and such other trading activities as may be necessary and incidental thereto, Infrastructure and Resources Sharing including human resources, offices and Reimbursement of expenses paid/ received and Granting of loans and corporate guarantees, with Lloyds Surya Private Limited ("**LSPL/Lloyds Surya**"), a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 ("**the Act**") and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") subject to the condition that the total value of all transactions with LSPL shall not exceed ₹ 1,200 Crore (Rupees One Thousand Two Hundred Crore only) on an annual basis for any given financial year and such transactions shall be at arms' length basis.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company. In accordance with Regulation 23(4) of the Listing Regulations, the said related party transaction will require prior approval of members through Ordinary Resolution, as the aggregate value

of transaction(s) amounts to 10% or more of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company. Accordingly, consent of the Members is sought for passing the Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction to be entered into with Lloyds Surya.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 and SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, particulars of the proposed transactions are as follows:

| Sr. No. | Description / Particulars | Details / Remarks |
|---------|---|--|
| 1. | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | <p>Lloyds Surya Private Limited ("LSPL/Lloyds Surya")</p> <p>Section 2(76) of the Companies Act, 2013: A private company in which a director or manager or his relative is a member or director; A public company in which a director or manager is a director; Any company which is- a holding, subsidiary or an associate company of such company or a subsidiary of a holding company to which it is also a subsidiary,</p> <p>a. Lloyds Surya is a wholly owned subsidiary of the Company</p> <p>b. Mr. Rajesh Gupta and Mr. Madhur Gupta are also directors of Lloyds Surya</p> |
| 2. | Name of the director or key managerial personnel who is related, if any and nature of relationship | Mr. Rajesh Gupta and Mr. Madhur Gupta are also directors of Lloyds Surya. |
| 3. | Nature, material terms, monetary value and particulars of contracts or arrangement | <p>Nature of Contract or Arrangement:</p> <p>a) Sale-purchase, establishment, carrying out on behalf of the Company business as an energy company and it will offer, generates, accumulate, supply and distributes solar, wind, and hydro power, as well as builds and manages renewable energy projects, using conventional, non-conventional and renewable sources, other such sources on behalf of the Company and such other allied activities services in connection thereto to and related activities, trading of energy certificates. setting up power plant on behalf of company;</p> <p>b) Carrying out of mining and transportation of iron ore, other logistics services, pipeline services either by construction / assembly or renting either by-way of BOOT, and such other trading activities as may be necessary and incidental thereto;</p> <p>c) Infrastructure and Resources Sharing including human resources, offices and Reimbursement of expenses paid/ received and;</p> <p>d) Granting of loans and corporate guarantees</p> <p>Duration of contract or arrangement: Recurring Nature and approval are sought for the Financial Year 2025-26 and the said approval is valid until the next AGM, but not exceeding a period of 15 months.</p> <p>Monetary value: The monetary value of the aggregate transaction(s) shall not exceed ₹ 1200 Crore (Rupees One Thousand Two Hundred Crore Only).</p> |

| Sr. No. | Description / Particulars | Details / Remarks |
|---------|--|--|
| | | Particulars of contract or Arrangement and Material Terms: The proposed transaction shall relate to Sale-purchase, establishment, carrying out on behalf of the Company business as an energy company and it will offer, generates, accumulate, supply and distributes solar, wind, and hydro power, as well as builds and manages renewable energy projects, using conventional, non-conventional and renewable sources, other such sources on behalf of the Company and such other allied activities services in connection thereto to and related activities. trading of energy certificates. setting up power plant on behalf of company , Carrying out of mining and transportation of iron ore, other logistics services, pipeline services either by construction / assembly or renting either by-way of BOOT, and such other trading activities as may be necessary and incidental thereto, Infrastructure and Resources Sharing including human resources, offices and Reimbursement of expenses paid/ received and Granting of loans and corporate guarantees. |
| 4. | Value of Transaction | The monetary value of the aggregate transaction(s) shall not exceed ₹ 1200 Crore (Rupees One Thousand Two Hundred Crore Only). |
| 5. | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding Financial Year (F.Y. 2024-25) | 18.10% |
| 6. | Justification for the transaction | The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company. |
| 7. | Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary | Not Applicable |
| 8. | A copy of the valuation or other external party report, if any such report has been relied upon; | Not Applicable |
| 9. | Any other information relevant or important for the Meeting to take a decision on the proposed transaction | All important information forms part of the statement setting out material facts. |

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 13.

The Board, recommends passing of this Ordinary Resolution as set out at Item No. 13 of this Notice, for your approval.

Except, Mr. Rajesh Gupta, Mr. Madhur Gupta and their relatives upto the extent of their shareholding, none of the Directors and/ or Key Managerial Personnel

of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 13 of the Notice.

In respect of Item No. 14

The Members of the Company are informed that pursuant to the Arbitration Award passed by the Sole Arbitrator Mr. Justice A.R. Joshi (Retd.) Former Judge, Bombay High Court, under the Arbitration and Conciliation Act, 1996 on 22nd April, 2022 in the

matter of arbitration between Sunflag Iron & Steel Co Ltd ("**Sunflag**") and Lloyds Metals and Energy Limited (the "**Company**" / "**LMEL**"), the Company had signed an Ore Purchase Agreement ("**OPA**") dated 02nd May, 2022 with Sunflag.

Further, as per the terms and conditions of the OPA, the Company is required to supply / sell iron ore to Sunflag at an agreed pricing as per the OPA.

Further, the provision to Regulation 2(zb)(b)(ii) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") inter alia state:

"Provided that:

(b) any person or any entity, holding equity shares:

(ii) of 10% or more with effect from 01st April, 2023; in the listed entity either directly or on beneficial interest basis as provided under section 89 of the Companies Act, 2013, at any time during the immediate preceding financial year shall be deemed to be a Related Party"

And hence, Sunflag became a Related Party of the Company with effect from 01st April, 2023 (holding 11.47% of the equity share capital of the Company as on date). In view of the above, the Company has been selling iron to Sunflag at a pre-determined price which

is not in accordance with market conditions and not at arm's length basis.

The Board of Directors on recommendation of the Audit Committee in their meetings held on 28th January, 2025, has approved entering into transactions relating to sale of iron ore with Sunflag a Related Party within the meaning of Regulation 2(zb)(b)(ii) of the Listing Regulations subject to the condition that the total value of all transactions with Sunflag shall not exceed ₹ 1,000 Crore (Rupees One Thousand Crore only) on an annual basis for any given financial year and such transactions shall not be at an arms' length basis since they are governed by the Arbitration Award dated 22nd April, 2022 and an Additional / Supplementary Arbitration Award dated 28th April, 2022 and OPA dated 02nd May, 2022.

In accordance with Section 188 read with the Companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013 and Regulation 23 of the Listing Regulations, the said related party transaction will require prior approval of the Members through Special Resolution, as the transactions are not at an arm's length basis. Accordingly, consent of the Members is sought for passing the Special Resolution as set out in the Notice for approval of Material Related Party Transaction to be entered into with Sunflag.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 and SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, particulars of the proposed transactions are as follows:

| Sr. No. | Particulars | Remarks |
|---------|---|--|
| 1. | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | Sunflag Iron and Steel Co Ltd (" Sunflag ") Regulation 2(zb)(b)(ii) of Listing Regulations, 2015: Any person or any entity, holding equity shares of 10% or more, with effect from 01 st April, 2023 in the listed entity either directly or on a beneficial interest basis as provided under Section 89 of the Companies Act, 2013, at any time, during the immediately preceding financial year shall be deemed to be a related party. |
| 2. | Name of the director or key managerial personnel who is related, if any and nature of relationship | Sunflag Iron and Steel Co Limited is related party pursuant to Regulation 2(zb)(b)(ii) of SEBI (LODR) Regulations, 2015 (i.e., Any person or any entity, holding equity shares of 10% or more, with effect from 01 st April, 2023 in the listed entity either directly or on a beneficial interest basis as provided under Section 89 of the Companies Act, 2013, at any time, during the immediately preceding financial year shall be deemed to be a related party.) Hence, none of the Directors or Key Managerial Personnel are related in any manner. |

| Sr. No. | Particulars | Remarks |
|---------|--|--|
| 3. | Nature, material terms, monetary value and particulars of contracts or arrangement | <p>Nature of Contract or Arrangement: Order for sale iron ore</p> <p>Duration of contract or arrangement: The arrangement shall be in force and effect until the earlier of expiration of the iron ore mining lease period or exhaustion of saleable iron ore extractable from the iron ore mine.</p> <p>Monetary value: The transactions will be based on orders to be issued from time to time for sale of iron ore. The monetary value of the aggregate transaction(s) shall not exceed ₹ 1,000 Crore (Rupees One Thousand Crore only) for any given financial year on an annual basis.</p> <p>Particulars of contract or Arrangement and Material Terms: The transactions shall relate to sale of iron ore which will be governed by the Company's Related Party Transaction Policy (as may be amended from time to time) as well as the Ore Purchase Agreement ("OPA") and shall be within the overall limits as recommended by the Audit Committee approved by the Board of Directors and Shareholders of the Company. Such transactions at all times will not be on an arms' lengths basis and not entered in the ordinary course of the Company's business as they are be governed by the Arbitration Award dated 22nd April 2022 and an Additional / Supplementary Arbitration Award dated 28th April 2022 and OPA dated 02nd May, 2022.</p> |
| 4. | Value of Transaction | The transactions will be based on orders to be issued from time to time for sale of iron ore. The monetary value of the aggregate transaction(s) shall not exceed ₹ 1000 Crore (Rupees One Thousand Crore only). |
| 5. | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year (F.Y. 2024-25) | 15.33% |
| 6. | Justification for the transaction | The pricing for the iron ore to be supplied to Sunflag will be as per the terms and conditions of the OPA. The OPA has been signed pursuant to Arbitration Award dated 22 nd April 2022 and an Additional / Supplementary Arbitration Award dated 28 th April 2022. |
| 7. | Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary | N.A. |
| 8. | A copy of the valuation or other external party report, if any such report has been relied upon; | The pricing for the iron ore to be supplied to Sunflag will be as per the terms and conditions of the OPA. The OPA has been signed pursuant to Arbitration Award dated 22 nd April 2022 and an Additional / Supplementary Arbitration Award dated 28 th April 2022. |
| 9. | Any other information relevant or important for the Meeting to take a decision on the proposed transaction | All important information forms part of the statement. |

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 14.

The Board, recommends passing of this Special Resolution as set out at Item No. 14 of this Notice, for your approval.

Sunflag Iron and Steel Co Limited is related party pursuant to Regulation 2(zb)(b)(ii) of the Listing Regulations, 2015 (i.e., Any person or any entity, holding equity shares of 10% or more, with effect from 01st April, 2023 in the listed entity either directly or on a beneficial interest basis as provided under Section 89 of the Companies Act, 2013, at any time, during the immediately preceding financial year shall be deemed to be a related party).

Accordingly, None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 14 of the Notice.

In respect of Item No. 15

Pursuant to recommendation of the Audit committee and provisions of Section 188 (1)(f) and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), substitution(s) and re-enactment(s) thereof at the time being in force), The Board of Directors at their meetings held on 28th January, 2025 has approved the appointment and remuneration of Mr. Arnav Agarwal, son of Mr. Ravi Agarwal, Promoter of the Company and grandson of Mr. Babulal Agarwal, Promoter and Non-Executive Director of the Company, in the role of Vice President – Strategic Growth in Lloyds Metals and Energy Limited (**"the Company"**) effective from 1st April, 2025.

Brief Profile of Mr. Arnav Agarwal

Mr. Arnav Agarwal is an accomplished strategy and growth professional, holding a Bachelor of Business Administration in Strategic Management and Marketing with a double major in Comparative Literature from Emory University, Atlanta. He graduated with a GPA

of 3.7/4.0 and was honored with the prestigious "100 Senior Honorary" award for holistic campus impact. During his academic tenure, he served as a teaching assistant for multiple business courses and earned accolades such as the Best Idea Award at a Deloitte Case Competition, showcasing his strong analytical and leadership capabilities.

Arnav worked at McKinsey & Company in Atlanta as a Business Analyst, where he advised Fortune 500 clients on cost optimization, growth strategy, and DEI investments. He also interned at Savour, a VC-backed food-tech startup in New York, where he led digital strategy and marketing initiatives that drove user growth and platform engagement.

Arnav's expertise lies at the intersection of strategic growth, digital transformation, and operational excellence. With hands-on experience in management consulting, consumer tech, and multi-sector conglomerates, he brings a sharp business acumen, data-driven decision-making, and a keen ability to identify scalable opportunities. His interests in digital innovation, stakeholder engagement, and sustainable impact also inform his approach to leadership, making him a valuable asset to any forward-thinking organization.

Mr. Agarwal's appointment is being proposed in recognition of his qualifications, expertise, and the valuable insights he can bring to the Company's strategic growth initiatives. His leadership in this critical role is expected to drive the Company's expansion plans, enhance operational efficiencies, and further strengthen the Company's competitive positioning in the market.

Mr. Agarwal has demonstrated a deep understanding of the industry and the business landscape, and has been actively involved in various aspects of the Company's operations, gaining hands-on experience in strategic decision-making. He is well-equipped with the vision and leadership qualities needed to spearhead key growth initiatives, and his appointment is in line with the Company's broader strategic goals of diversifying its operations, expanding into new markets, and driving innovation. His forward-thinking approach and ability to forge strategic alliances will be instrumental in identifying new growth avenues and enhancing the Company's market share. Moreover, Mr. Agarwal's familiarity with the Company's

culture, values, and long-term objectives positions him as a strong candidate to guide the Company through its next phase of growth. His involvement will help ensure that the Company remains agile, competitive, and responsive to changing market dynamics.

Mr. Arnav Agarwal is a related party within the definition of Section 2(76) of the Companies Act 2013 ("the Act") as he is son of Mr. Ravi Agarwal, Promoter of the Company and grandson of Mr. Babulal Agarwal, Promoter and Non-Executive Director of the Company.

Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, appointment of any related party to any office or place of profit in the Company, its subsidiary company or associate company at a monthly remuneration exceeding ₹ 2,50,000/- requires prior approval by way of Ordinary Resolution of the Company. Hence, approval of Members is sought for his appointment in the Company as Vice President – Strategic Growth as proposed in the resolution.

The information as required in accordance with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as well as pursuant to Section 102 of the Act is as under:

| Sr. No. | Description / Particulars | Details / Remarks |
|---------|---|---|
| 1. | Name of the related party | Mr. Arnav Agarwal |
| 2. | Name of the director or key managerial personnel who is related, if any | Mr. Ravi Agarwal, Promoter of the Company Mr. Babulal Agarwal, Non-Executive Director and Promoter of the Company. |
| 3. | Nature of relationship | Mr. Ravi Agarwal – Father of Related Party Mr. Babulal Agarwal – Grandfather of Related Party |
| 4. | Nature, material terms, monetary value and particulars of contracts or arrangement | Appointment of Mr. Arnav Agarwal as Vice President – Strategic Growth of the Company effective from 1 st April, 2025 on a remuneration as illustrated below: a) Salary Mr. Arnav Agarwal shall receive a total annual remuneration of ₹ 1,20,00,000 (Rupees One Crore Twenty Lakh Only), inclusive of basic salary, house rent allowance (HRA), and other allowances, as detailed in the appointment letter issued by the Company. b) Other Perquisites Mr. Arnav Agarwal shall also be entitled to additional perquisites such as the Company's contribution to the provident fund, annual bonus, and leave travel concession, and others in accordance with the Company's policies and as further detailed in his appointment letter. Mr. Arnav shall be eligible for any merit-based increase in the salary from time to time and shall be entitled to be paid and/or to be reimbursed by the Company all costs, charges and expenses that have been incurred by him for the purpose of or on behalf of the Company. |
| 5. | Any other information relevant or important for the members to take a decision on the proposed resolution | The Board which term shall include any Committee of the Board of Directors of the Company shall be entitled to finalise and decide the change in designation/revisions in the remuneration payable to Mr. Arnav Agarwal from time to time in accordance with the Company's policy on performance measurement and such other applicable/relevant policies. |

All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 and forms a part of this Notice.

The proposed related party transaction is in the ordinary course of business. The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 15.

The Board, recommends passing of this Ordinary Resolution as set out at Item No. 15 of this Notice, for your approval.

Except Mr. Ravi Agarwal and Mr. Babulal Agarwal together with their relative(s) none of the other Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 15 of the notice except to the extent of their shareholding in the Company.

In respect of Item No. 16

The Members of the Company, through a Postal Ballot Resolution dated 23rd October 2023, approved the appointment and remuneration of Mr. Rajesh Gupta, Managing Director, Mr. Balasubramanian Prabhakaran, Managing Director and Mr. Madhur Gupta, Executive Director (hereinafter collectively referred to as “**Executive Directors**”) with effect from 8th August 2023 for a period of three (3) years, with an annual increment upto 5% each.

Pursuant to the provisions of Section Section 197(10) of the Companies Act, 2013 (“**the Act**”), read with Schedule V and other applicable provisions of the said Act, the approval of the Members is sought to ratify and waive the recovery of excess remuneration paid to the Executive Directors of the Company. This excess remuneration pertains to the amount that was paid over and above the limits previously approved by the Members of the Company through Postal Ballot dated 23rd October 2023, for the financial year commencing from 1st April, 2024.

The Executive Directors have made invaluable contributions to the Company, especially during a period of significant transformation and growth. Under their leadership, the Company has not only achieved its operational and financial goals but also

demonstrated resilience in navigating challenging market conditions. Their strategic vision, operational excellence, and commitment have been central to enhancing shareholder value, expanding business opportunities, and strengthening the Company's position in the industry.

In particular, the Executive Directors played a pivotal role in the successful execution of key business initiatives and the optimization of internal processes. Their dedication and effective leadership have directly contributed to the growth trajectory, improved profitability, and sustainable development of the Company.

In accordance with the applicable provisions under the Act, and the recommendation of the Nomination and Remuneration Committee, the Board of Directors has considered and recommends the ratification of such excess remuneration paid to the Executive Directors, acknowledging their significant contributions to the growth, operations, and success of the Company. The waiver of recovery is also proposed in recognition of the executive efforts that have had a material impact on the Company's performance and overall success during the financial year.

Further, the excess remuneration paid to the Executive Directors is within the limits prescribed under Section 197(1) of the Act, and the relevant provisions of Schedule V. Therefore, this ratification and waiver are compliant with the statutory requirements.

The Board, having carefully reviewed the matter, has concluded that the excess remuneration paid was necessary and in the best interest of the Company, considering the sustained leadership and positive impact the Executive Directors have had on the Company's growth. It is therefore proposed to seek the approval of the Members to ratify the same and waive the recovery, as specified in the resolution.

The Board, recommends passing of this Special Resolution as set out at Item No. 16 of this Notice, for your approval.

Except Mr. Rajesh Gupta, Mr. Balasubramanian Prabhakaran and Mr. Madhur Gupta together with their relative(s) none of the other Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the

resolution set out at Item No. 16 of the notice except to the extent of their shareholding in the Company.

In respect of Item No. 17

The Members of the Company, through a Postal Ballot resolution dated 23rd October 2023, had approved the appointment and remuneration of Mr. Rajesh Rajnarayan Gupta, Mr. Balasubramanian Prabhakaran, and Mr. Madhur Gupta (collectively referred to as the “**Executive Directors**”) for a period of three (3) years with effect from 8th August 2023, along with an annual increment of up to 5% of their then-approved remuneration.

In view of the significant contributions made by the Executive Directors toward the Company's sustained growth, operational excellence, and strategic development, the Nomination and Remuneration Committee, along with the Board of Directors, undertook a comprehensive review of their remuneration at their respective meetings held on

25th April, 2025. This review considered the consistent performance of the Executive Directors in driving the Company's financial success, improving efficiency, and executing key strategic initiatives that have enhanced shareholder value and positioned the Company for long-term sustainability. The proposed revision is in line with industry benchmarks and reflective of the significant leadership and performance demonstrated by the Executive Directors in managing business operations, stakeholder relations, expansion and overall corporate governance. The revision also takes into account the expanding scope of responsibilities being handled by the Executive Directors as the Company grows in size and complexity, along with the critical role they play in ensuring the Company's future readiness. The revised remuneration is aligned with the Company's long-term goals. In view of these considerations, the Committee and the Board have recommended a revision in the remuneration of the Executive Directors, effective from 1st April, 2025, for the remainder of their respective tenures.

The revised remuneration proposed is as follows:

| Name of the Director | Designation | Remuneration (Per annum) |
|---------------------------------|--------------------|--------------------------|
| Mr. Rajesh Rajnarayan Gupta | Managing Director | ₹ 2,40,00,000 |
| Mr. Balasubramanian Prabhakaran | Managing Director | ₹ 2,40,00,000 |
| Mr. Madhur Gupta | Executive Director | ₹2,16,00,000 |

The remuneration proposed includes salary, perquisites, allowances, benefits, and other amenities payable as per the rules of the Company and in compliance with the provisions of the Companies Act, 2013.

The remuneration excludes entitlement to:

- Contribution to provident fund and superannuation fund as per Company policy.
- Gratuity payable as per the Payment of Gratuity Act, 1972.
- Leave encashment as per the rules of the Company.
- Reimbursement of expenses incurred for the purpose of or on behalf of the Company.
- Aggregate commission up to 3% of net profits of the Company in accordance with Section 198 of the Companies Act, 2013.

Following other benefits

- The Company shall pay or reimburse to the Executive Directors, and they shall be entitled to be paid and/or to be reimbursed by the Company all costs, charges and expenses that have been incurred by them for the purpose of or on behalf of the Company.
- Free use of Company's car/ with driver/s and/ or other suitable conveyance facilities and other benefits.
- Telephone and other communication facilities.

Further, the Nomination and Remuneration Committee of the Board of Directors of the Company is hereby authorised to determine the manner in which Commission, up to 3% of the Net Profit as calculated in accordance with the provisions of section 198 of the

Companies Act, 2013, that can be paid cumulatively to all the Executive Directors in addition to remuneration payable to them.

The Board of Directors of the Company (hereinafter referred to as **"the Board"**, which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee constituted or hereinafter constituted by the Board to exercise its powers conferred under this resolution) shall be authorised to alter and/or vary the terms and conditions of remuneration and/or revise, enhance or modify the scope and quantum of remuneration, perquisites, allowances, benefits, and amenities payable to the Executive Directors.

In the event of absence or inadequacy of profits in any financial year during the tenure of the Executive Directors, the above remuneration (including all perquisites and benefits) shall be paid as minimum remuneration subject to compliance with the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013.

Pursuant to Sections 196, 197, 198 and other applicable provisions of the Act read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, approval of Members by way of a Special Resolution is required for the revision in remuneration of managerial personnel when it exceeds certain limits.

The Board, recommends passing of this Special Resolution as set out at Item No. 17 of this Notice, for your approval.

Except Mr. Rajesh Gupta, Mr. Balasubramanian Prabhakaran and Mr. Madhur Gupta together with their relative(s) none of the other Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 17 of the notice except to the extent of their shareholding in the Company.

In respect of Item No. 18 & 19

Pursuant to the provisions of Section 180(1)(c) of Companies Act, 2013 (**"the Act"**) read with the Companies (Meeting of Board and its Powers) Rules, 2014 (as amended from time to time) (**"the Rules"**), the Board of Directors of the Company have the powers to borrow money, where the money to be borrowed,

together with the money already borrowed by the company could exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business provided a consent by way of Special Resolution by the Members of the Company has been obtained.

Further, pursuant to the provisions of Section 180(1) (a) of the Act and the Rules, the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, provided a consent by way of Special Resolution by the Members of the Company has been obtained.

The Ministry of Corporate Affairs via the Companies (Amendment) Act, effective from 09th February 2018, has revised the ceiling of Section 180 of the Companies Act, 2013 (**"the Act"**) by including securities premium for calculation of limit under Section 180 of the Act. As a result of the aforesaid amendment, maximum limit of borrowing by the Company without the approval of the Members of the Company, as per the last audited financial statements of the Company as on 31st March, 2025, is approximately ₹ 6234.72 Crore

The Members of the Company via Postal Ballot dated 29th December, 2014, had delegated the authority to the Board of Directors of the Company (**"the Board"**) to borrow the funds and sale/ lease/ disposal of the assets of the Company, from time to time, upto ₹ 2,000 Crore (Rupees Two Thousand Crore Only).

In line with the expanding business activities, its future plans, and to support its long-term strategic and operational objectives, the Company may require to borrow additional funds together with the monies already borrowed by the Company within the meaning of Section 180(1)(c) and in order to secure such borrowings, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties both present and future. Further, the terms of such security may include a right to take over control of the said assets and properties of the Company, in case of events of default and such transaction may be consider as sale/ lease/ disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Act.

Therefore, the Board at their meeting held on 25th April, 2025 recommended a proposal for approval of the Members of the Company for revision in limits under Section 180(1)(c) & 180(1)(a) upto the aggregate of the paid-up capital, free reserves and securities premium of the Company or ₹ 4,000 Crore (Rupees Four Thousand Crore Only), whichever is higher.

The Board, recommends passing of this Special Resolution as set out at Item No. 18 & 19 of this Notice, for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 18 & 19 of the Notice.

In respect of Item No. 20

The Company has been pursuing opportunities for its business growth and continues to explore avenues for achieving organic and inorganic growth, which requires sufficient resources including funds to be available and to be allocated, from time to time. The generation of internal funds may not always be adequate to meet all the requirements of the Company's growth plans. Prudence would require the funding to be structured with an appropriate mix of equity and debt to meet with the objective of optimization of the cost as well as conservative financial management, and such requirement is proposed to be met from issuance of appropriate Securities as defined in the resolutions and from domestic and international markets. It would be therefore, prudent for the Company to have the requisite enabling approvals in place to augment the long-term resources of the Company and to maintain sufficient liquidity for meeting funding requirements for business activities, existing and new projects, future business growth, organic or inorganic growth, capital expenditure, long-term working capital and such other corporate purposes and activities, as may be permitted under the applicable laws and as may be specified in the appropriate approvals and disclosure/offer documents. This would also help the Company to take quick and effective action to capitalize on the opportunities as and when available.

The Board of Directors, accordingly, at their meeting held on 25th April, 2025 has recommended to the shareholders to give their consent through special

resolution to the Board of Directors or any Committee of the Board to raise funds aggregating upto ₹5000 Crore (Rupees Five Thousand Crore Only) or its equivalent in any other currency(ies) (inclusive of such premium as may be fixed on such securities), as may be appropriate to persons who may or may not be the existing shareholders through one or more Qualified Institutions Placement in terms of Chapter VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **"SEBI ICDR Regulations"**) and/or any other permissible mode(s) and at a price to be determined in accordance with the SEBI ICDR Regulations, Companies Act, 2013, as applicable and other applicable rules and regulations, through private offerings of equity shares of face value of ₹ 1 (Rupees One) each of the Company (**"Equity Shares"**) and/or any other convertible or exchangeable securities, including Global Depository Receipts, and/or American Depository Receipts and/or Foreign Currency Convertible Bonds, and/or Foreign Currency Exchangeable Bonds and/or warrants with or without non-convertible debentures with the rights exercisable by the warrant holders to exchange such warrants with Equity Shares and/or any other financial instruments/securities convertible into and/or linked to Equity Shares, or any combination thereof, in one or more tranches and/or one or more issuances simultaneously or otherwise (all or any of them and/or Equity Shares are individually or collectively hereinafter referred to as **"Securities"**), subject to necessary approvals including the approval of the Members of the Company, under applicable provisions, in the manner as set out at item no 20 of this AGM notice, and such other regulatory/statutory approvals as may be required.

While no specific instrument or instruments of Securities has been identified at this stage, the exact combination of the Securities to be issued, issue price, timing and detailed terms and conditions of issuance, etc. shall be finalized by the Board, in consultation with lead managers, advisors and such other authorities and intermediaries, as may be required to be consulted by the Company, in due considerations of prevailing market conditions and other relevant factors and in the best interest of the Company. Such issue shall be subject to the provisions of the Companies Act, 2013, as amended and rules made there under, from time to time, the Memorandum and Articles of Association of the Company, SEBI ICDR Regulations and other applicable laws, rules, regulations & guidelines.

The enabling resolution is proposed to be passed as a special resolution pursuant to Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, read with Regulation 41(4) of the Listing Regulations, which provides that whenever any further issue or offer is being made by the Company, the existing shareholders should be offered the same on pro-rata basis unless the shareholders in the general meeting decide otherwise. The said resolution, if passed, shall have the effect of allowing the Board on behalf of the Company to issue and allot the securities to one or more eligible investors, including but not limited to one or more of the existing shareholders/members, employees of the Company, qualified institutional buyers within the meaning prescribed under SEBI ICDR Regulations ("QIBs") pursuant to a Qualified Institutional Placement ("QIP"), through a placement document and at such price and such terms and conditions as may be determined in accordance with the relevant provisions of SEBI ICDR Regulations, or such other entities, authorities or any other category of investors, who are authorized to subscribe to such Securities, as per the extant regulations/guidelines, including QIBs, foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees, stabilizing agent or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, public financial institutions, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds, insurance companies, provident fund with minimum applicable corpus and/or any other categories of persons or entities who are authorized to invest in the Securities of the Company as per extant regulations/guidelines, or any combination of the above, as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are Members of the Company.

The Resolution seeks to empower the Board of Directors to undertake a QIP with QIBs as prescribed by SEBI ICDR Regulations. The Board of Directors may, in their discretion, adopt this mechanism as prescribed under Chapter VI of the SEBI ICDR Regulations for raising funds for the Company, without seeking fresh approval from the shareholders. Certain terms of the proposed QIP, in the manner as set out in the resolution vide agenda item no 20 of this Notice, would be as under:

Maximum Amount to be raised / number of Securities to be Issued

The total amount to be raised, in one or more tranches, by issuance of Securities through any of the modes or combination thereof as mentioned in the resolution would be up to ₹ 5,000 Crore (Rupees Five Thousand Crore) or its equivalent in any other currency(ies).

Pricing

The pricing would be arrived at by the Board or any committee thereof, depending on market conditions and in accordance with the SEBI ICDR Regulations, the 1993 Scheme or other applicable laws. In the event of a QIP pricing of the Equity Shares that may be issued to QIBs shall be freely determined subject to such price not being less than floor price calculated in accordance with Chapter VI of the SEBI ICDR Regulations, provided that the Company may offer a discount not exceeding 5% of the floor price or such other permissible limit as may be specified under the SEBI ICDR Regulations.

Relevant Date

The relevant date for determining the issue price of the Securities by way of QIP/ FCCB/ FCEB or by way of any other mode of issuance shall, subject to and in accordance with the SEBI ICDR Regulations and the 1993 Scheme, be:

- a) in case of allotment of Equity Shares in a QIP or upon conversion of FCCBs pursuant to the 1993 Scheme, the date of meeting in which the Board or any committee thereof decides to open the issue, and/or;
- b) in case of allotment of eligible convertible securities in a QIP, either the date of the meeting in which the Board or any committee thereof decides to open the issue of such convertible Securities or the date on which the holders of such convertible Securities become entitled to apply for the Equity Shares, as may be determined by the Board or any committee thereof.

Change in Control

There would be no change in control pursuant to the said issue of Securities.

Listing

The Securities to be issued will be listed on one or more recognized stock exchanges in India and / or abroad.

Class or Classes of persons to whom the Securities will be offered

The Securities proposed to be issued will be offered and issued to only such Investors including QIBs who are eligible to acquire such Securities in accordance with the applicable laws, rules, regulations and guidelines. The proposed allottees may be resident of India or abroad and whether or not such persons are members. In case of the QIP, the allotment to a single QIB in the proposed QIP issue will not exceed 50% of the total issue size or such other limit as may be permitted under applicable law.

Intention of the Promoters, Directors, or Key Managerial Personnel

The Promoters, Directors and KMPs of the Company shall not be eligible to subscribe to the proposed issue of Securities, except in accordance with the applicable laws.

Transferability of Securities

The Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

Proposed time within which the allotment shall be completed

In case of the QIP, the allotment of the Securities shall be completed within a period of 365 days from the date of passing of resolution set out at item no 11 of this Notice. The detailed terms and conditions for the offer will be determined in consultation with the Advisors, Lead Managers and Underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and

other regulatory requirements for various types of issues including rights issue or QIP. The equity shares to be allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and rank pari passu in all respects with the existing equity shares of the Company. Pursuant to Section 62 of the Companies Act, 2013 and the Listing Regulations, whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares need to be offered to the existing members in the manner laid down in the said section unless the members decide otherwise in a general meeting.

The Board, recommends passing of this Special Resolution as set out at Item No. 20 of this Notice, for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 20 of the Notice.

By order of the Board of Directors,
For **Lloyds Metals and Energy Limited**

Akshay Vora
Company Secretary
Membership No.: ACS43122

Date: 25th April, 2025
Place: Mumbai

Registered Office:

Plot No. A 1-2, MIDC Area, Ghugus,
Chandrapur - 442505, Maharashtra, India.

CIN: L40300MH1977PLC019594

E-mail : investor@lloyds.in

Website : www.lloyds.in

ANNEXURE TO THE NOTICE DATED 25TH APRIL, 2025

Particulars of the Directors seeking Appointment / re-appointment 48th AGM pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards on the General Meeting (SS-2):



Mr. Babulal Agarwal

Non-Executive Director

| Particulars | Details |
|--|---|
| Name of the Director | Mr. Babulal Agarwal |
| DIN | 00029389 |
| Designation | Non-Executive Non Independent Director |
| Date of Birth | 27 th November, 1946 |
| Age | 78 |
| Nationality | Indian |
| Date of first appointment on the Board | 01/01/2010 |
| Date of re- appointment by the Members | 08/08/2023 |
| Qualifications | He holds a commerce and law graduate degree |
| Expertise in functional area | Mr. Babulal Agarwal has rich experience of over 54 years of in Steel Trading & Industry, associated with day-to-day affairs of the company. He is expertise in legal, administration, and management field. |
| Number of Equity Shares held in the Company as on 31 st March, 2025 | - |
| Directorships on other Board as on 31 st March, 2025 | Lloyds Enterprises Limited |
| Committee Membership of other Board as on 31 st March, 2025 | - |
| Number of Board Meetings attended during the Financial Year 2024-25 | 8 |
| Relationship with other Directors, Manager and KMP | (a) Mr. Babulal Agarwal is the maternal uncle of Mr. Rajesh Gupta and Mr. Mukesh Gupta. (b) He is the maternal grand-uncle of Mr. Madhur Gupta. |
| Terms and conditions of appointment | Mr. Babulal Agarwal is appointed as a Non – Executive Director w.e.f. 08 th August, 2023, liable to be retire by rotation. |


Mr. Rajesh Rajnarayan Gupta

Managing Director

| Particulars | Details |
|--|--|
| Name of the Director | Mr. Rajesh Rajnarayan Gupta |
| DIN | 00028379 |
| Designation | Managing Director |
| Date of Birth | 10 th October, 1964 |
| Age | 60 |
| Nationality | Indian |
| Date of first appointment on the Board | 21/11/1991 |
| Date of re- appointment by the Members | 08/08/2023 |
| Qualifications | He holds a commerce graduate degree |
| Expertise in functional area | Mr. Rajesh Gupta is a successful industrialist having vast knowledge and rich experience of over 35 years in Production, Management, Consultancy, and other areas in the Steel, Power, and Trading industry. Under his Leadership, the company and Uttam Value Steels Ltd (Formerly Lloyds Steel Industries Ltd) implemented several projects in the steel sector including a power plant. |
| Number of Equity Shares held in the Company as on 31 st March, 2025 | 6,02,820 Equity Shares |
| Directorships on other Board as on 31 st March, 2025 | (a) Lloyds Enterprises Limited (b) Lloyds Surya Private Limited (c) Lloyds Logistics Private Limited (d) Lloyds Infinite Foundation (e) R2TM Private Limited (f) BBV Forum |
| Committee Membership of other Board as on 31 st March, 2025 | Lloyds Enterprises Limited (a) Audit Committee (b) Risk Management Committee (c) Corporate Social Responsibility |
| Number of Board Meetings attended during the Financial Year 2024-25 | 8 |
| Relationship with other Directors, Manager and KMP | (a) Rajesh Gupta is the father of Mr. Madhur Gupta. (b) Rajesh Gupta is the brother of Mr. Mukesh Gupta. (c) Mr. Rajesh Gupta is the nephew of Mr. Babulal Agarwal. |
| Terms and conditions of appointment | Mr. Rajesh Gupta is appointed as Managing Director of the Company for a period of 5 (Five) years w.e.f. 08 th August, 2023. |

SUMMARIZED INFORMATION AT GLANCE

| Particulars | Details |
|---|--|
| Date and Time of AGM | Monday, 2 nd June, 2025 at 12:00 Noon |
| Venue / Mode | Through Video Conferencing/Other Audio Visual Means |
| Record Date for payment of final dividend | Monday, 26 th May, 2025 |
| Book Closure Dates | From: Tuesday, 27 th May, 2025 To: Monday, 2 nd June, 2025 |
| Final Dividend Recommended for the Financial Year 2024-25 | ₹ 1 per equity share |
| Final dividend payout date, if approved by members | On or after Friday, 6 th June, 2025 |
| Detailed information on TDS | https://lloyds.in/investors/shareholders-information/ |
| Cut-off date for e-Voting | Monday, 26 th May, 2025 |
| E-voting start date and time | Thursday, 29 th May, 2025 at 09:00 A.M. IST |
| E-voting end time and date | Sunday, 1 st June, 2025 at 05:00 P.M. IST |
| E-voting website links (please use as applicable) | https://eservices.nsdl.com https://web.cdslindia.com/myeasitoken/Home/Login |
| E-voting Event Number (EVEN) | 133672 |
| Weblink for temporary registration to receive AGM Notice and credentials for E-voting / AGM | https://www.bigshareonline.com/InvestorRegistration.aspx |
| Contact Details of RTA | Bigshare Services Private Limited Office No S6-2, 6 th Floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093 Tel. Number: 022-6263 8200 Email ID: investor@bigshareonline.com Website : www.bigshareonline.com Link for Members Query: https://www.bigshareonline.com/InvestorLogin.aspx |
| Contact Details of the Company | Akshay Vora Company Secretary & Compliance Officer Lloyds Metals and Energy Limited Plot No. A 1-2, MIDC Area, Ghugus, Chandrapur - 442505, Maharashtra, India. Tel. No.: +91-022-62918111 E-mail : investor@lloyds.in Website : www.lloyds.in |